STILWELL CRAIG G

Form 4 May 31, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Ac | * | rting Person * | 2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO] | 5. Relationship of Reporting Person(s) to Issuer | | |
|-------------------|------------|----------------|--|--|--|--|
| | | | , | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| 25 GATEWATER ROAD | | | (Month/Day/Year) 05/29/2013 | Director 10% Owner _X_ Officer (give title Other (specify below) EVP Retail Banking | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| CROSS LAN | NES, WV 25 | 5313 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Aco | quired, Disposed of, or Beneficially Owned | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | ities Acqu | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|-----------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/29/2013 | | Code V M | Amount 5,000 | or (D) | Price \$ 31.32 | (Instr. 3 and 4) 40,702 | D | |
| Common Stock | 05/29/2013 | | F | 3,925 | D | \$ 39.9 | 36,777 | D | |
| Common Stock | | | | | | | 1,539.8656 (1) | I | by 401(k) Plan & Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|-----|-------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option to Buy | \$ 31.32 | 05/29/2013 | | M | | 5,000 | (2) | 02/24/2015 | Common Stock | 5,000 |
| Stock Option to Buy | \$ 36.9 | | | | | | 12/21/2005 | 12/20/2015 | Common Stock | 5,000 |
| Stock Option to Buy | \$ 39.34 | | | | | | (3) | 02/27/2017 | Common Stock | 10,000 |
| Stock Option to Buy | \$ 40.88 | | | | | | 03/26/2013 | 03/25/2018 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 28.15 | | | | | | 03/25/2014 | 03/24/2019 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 32.09 | | | | | | 02/26/2015 | 02/25/2020 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 35.09 | | | | | | 03/30/2016 | 03/29/2021 | Common Stock | 3,000 |
| Stock Option to Buy | \$ 35.39 | | | | | | 03/28/2017 | 03/27/2022 | Common Stock | 3,234 |
| Stock Option to Buy | \$ 37.74 | | | | | | 02/27/2018 | 02/26/2023 | Common Stock | 3,234 |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP Retail Banking

Signatures

Victoria A. Faw, attorney-in-fact 05/31/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired pursuant to the Company's 401(k) Plan & Trust during the fiscal year in transactions exempt from 16b under old Rule 16a8(b). Share totals are reported as of the 12/31/2012 valuation date.
- Options will vest and become exerciseable in five separate installments as follows: 1,000 on 2/25/2006; 1,000 on 2/25/2007; 1,000 on 2/25/2008; 1,000 on 2/25/2009; and 1,000 on 2/25/2010. All options awarded pursuant to this grant have vested.
- Options will vest and become exerciseable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012. All options awarded pursuant to this grant have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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