CITY HOLDING CO

Form 4

February 29, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number: January 31,

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* STILWELL CRAIG G

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(First)

CITY HOLDING CO [CHCO]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/24/2016

Filed(Month/Day/Year)

Director 10% Owner X\_ Officer (give title

below) **EVP Retail Banking** 

Other (specify below)

25 GATEWATER ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CROSS LANES, WV 25313

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Street)

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (D) Price

(Instr. 3 and 4)

38,429

Common 02/24/2016 Stock

Code V Amount 2,631 \$0 A (2) (1)

D

by 401(k)

Common Stock

 $1,686.6457 \stackrel{(3)}{=} I$ 

Plan & Trust

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

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SEC 1474 (9-02)

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

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)	5. Numbor Deriva Securitie Acquired (A) or Disposed (D) (Instr. 3, and 5)	ative s d	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	\$ 0	02/24/2016		A	1,898 (4)		02/24/2019	02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 0	02/24/2016		A	1,898 (4)		02/24/2020	02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 0	02/24/2016		A	1,898 (4)		02/24/2021	02/23/2026	Common Stock	1,898
Stock Option to Buy	\$ 40.88						03/26/2013	03/25/2018	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
Stock Option to Buy	\$ 44.43						03/26/2017	03/25/2024	Common Stock	967 <u>(4)</u>
Stock Option to Buy	\$ 44.43						03/26/2018	03/25/2024	Common Stock	967 <u>(4)</u>
	\$ 44.43						03/26/2019	03/25/2024		968 (4)

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Stock Option to Buy				Common Stock	
Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	1,015 (4)
Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	1,015 (4)
Stock Option to Buy	\$ 46.61	02/26/2020	02/25/2025	Common Stock	1,017 (4)

# **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

\*\*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) Restricted shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (2) For purposes of establishing a value of the stock award, the Company has determined that \$43.73 per share, or 100% of the fair market value of the Company's common stock on 2/24/2016, the date of grant for the award, is appropriate.
- (3) 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 12/31/2015 plan valuation date.
- (4) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. 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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