CITY HOLDING CO

Form 4

August 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STILWELL CRAIG G			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CITY HOLDING CO [CHCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
25 GATEWATER ROAD			08/16/2005	_X_ Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CROSS LANES, WV 25313			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 Acq	quired, Disposed of, or Beneficially Owner		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	(D)	THEC	1,210.627 (2)	I	by 401(k) Plan & Trust
Common Stock	08/16/2005		M	3,900	A	\$ 13.3	29,113	D	
Common Stock	08/16/2005		S	3,900	D	\$ 36.509	25,213	D	

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 13.3	08/16/2005		M	3,900	08/08/1988(1)	01/22/2012	Common Stock	3,900
Stock Option to Buy	\$ 28					08/08/1988(1)	02/25/2013	Common Stock	10,000
Stock Option to Buy	\$ 33.9					08/08/1988(1)	02/24/2014	Common Stock	10,000
Stock Option to Buy	\$ 31.32					08/08/1988(3)	02/24/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	elationships
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Director 10% Owner Officer Other

STILWELL CRAIG G
25 GATEWATER ROAD EVP, Retail Banking
CROSS LANES, WV 25313

Signatures

Victoria A. Evans,

Attorney-in-fact 08/17/2005

**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).

Reporting Owners 2

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- (1) Option awards are subject to value vesting and vest only when the stock achieves certain target threshholds.
- (2) 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 12/31/2004 plan valuation date.
- (3) Options will vest and become exercisable 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.

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.