

CITY HOLDING CO  
Form 4  
July 29, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAGEBOECK CHARLES R**

(Last) (First) (Middle)

25 GATEWATER ROAD

(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CITY HOLDING CO [CHCO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/28/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/28/2015		M			6,004	A	\$ 39.34	77,376	D	
Common Stock	07/28/2015		S			5,000	D	\$ 48.75	72,376	D	
Common Stock	07/28/2015		S			500	D	\$ 49.0504	71,876	D	
Common Stock	07/28/2015		S			504	D	\$ 48.7704	71,372	D	
Common Stock									15	I	custodian for son, Charles J.

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Common Stock	1,602.7059	I	by 401(k) Plan & Trust
Common Stock	5,650	I	by spouse, Samantha

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option to Buy	\$ 39.34	07/28/2015		M	6,004	<sup>(1)</sup> 02/27/2017	Common Stock	6,004
Stock Option to Buy	\$ 46.61					02/26/2020 02/25/2025	Common Stock	1,980
Stock Option to Buy	\$ 37.74					02/27/2018 02/26/2023	Common Stock	6,803
Stock Option to Buy	\$ 44.43					03/26/2019 03/25/2024	Common Stock	2,010
Stock Option to Buy	\$ 44.43					03/26/2017 03/25/2024	Common Stock	2,008
Stock Option to Buy	\$ 35.39					03/28/2017 03/27/2022	Common Stock	6,803
	\$ 44.43					03/26/2018 03/25/2024		2,008

Stock Option to Buy				Common Stock	
Stock Option to Buy	\$ 46.61	02/26/2019	02/25/2025	Common Stock	1,978
Stock Option to Buy	\$ 32.09	02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09	03/30/2016	03/29/2021	Common Stock	6,250
Stock Option to Buy	\$ 46.61	02/26/2018	02/25/2025	Common Stock	1,978

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO	

## Signatures

Victoria A. Faw,  
Attorney-in-Fact

07/29/2015

\*\*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) Options will vest and become exercisable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and 12,500 on 2/28/2013. 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.

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