

CITY HOLDING CO  
Form 4  
March 28, 2014

**FORM 4**

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

OMB APPROVAL

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**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)  
**03/26/2014**

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |  |
|                                 |                                      |  |                                | (1) (2)   |   |  |  |
| Common Stock                    | 03/26/2014                           |  | A                              | 5,123   | \$ 0  | D  |  |
| Common Stock                    |                                      |  |                                |   | 68,073  | I  | by spouse, Samantha                        |
| Common Stock                    |                                      |  |                                |   | 5,650   | I  | custodian for son, Charles J.              |
| Common Stock                    |                                      |  |                                |   | 15  | I  | by 401(k) Plan & Trust                     |
| Common Stock                    |                                      |  |                                |   | 1,555.0581  | I  |  |
|                                 |                                      |  |                                |   | (3)   |  |  |

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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 Acquired (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   |                                      |  |                                |   | (4) 02/27/2017   | Common Stock  | 37,500                        |
| 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                        | \$ 35.39   |                                      |  |                                |   | 03/28/2017 03/27/2022                                    | Common Stock  | 6,803                         |
| Stock Option to Buy                        | \$ 37.74   |                                      |  |                                |   | 02/27/2018 02/26/2023                                    | Common Stock  | 6,803                         |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | 2,008<br>(5)  | 03/26/2017 03/25/2024                                    | Common Stock  | 2,008                         |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | 2,008<br>(5)  | 03/26/2018 03/25/2024                                    | Common Stock  | 2,008                         |
| Stock Option to Buy                        | \$ 44.43   | 03/26/2014                           |  | A                              | 2,010<br>(5)  | 03/26/2019 03/25/2024                                    | Common Stock  | 2,010                         |

## Reporting Owners

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

## Signatures

Victoria A. Faw,  
Attorney-in-Fact

03/28/2014

\_\_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 \$44.43 per share, or 100% of the fair market value of the Company's common stock on 3/26/2014 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 12/31/2013 plan valuation date.
- (4) 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.
- (5) Options 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.