

CITY HOLDING CO  
Form 4  
May 08, 2006

**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

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)  
25 GATEWATER ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2006

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

(Street)  
CROSS LANES, WV 25313

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

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

(City) (State) (Zip)

**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                    | 05/04/2006                           |  | M                              |   |   | 2,332  | A   | \$ 13.3  | 26,982                            | D          |       |
| Common Stock                    | 05/04/2006                           |  | S                              |   |   | 309    | D   | \$ 37.25   | 26,673                            | D          |       |
| Common Stock                    | 05/04/2006                           |  | S                              |   |   | 503    | D   | \$ 37.4039   | 26,170                            | D          |       |
| Common Stock                    | 05/04/2006                           |  | S                              |   |   | 801    | D   | \$ 37.2688   | 25,369                            | D          |       |
| Common Stock                    | 05/05/2006                           |  | S                              |   |   | 400    | D   | \$ 37.33   | 24,969                            | D          |       |

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|              |            |   |     |   |                     |                           |   |                        |
|--------------|------------|---|-----|---|---------------------|---------------------------|---|------------------------|
| Common Stock | 05/05/2006 | S | 100 | D | \$ 37.31            | 24,869                    | D |                        |
| Common Stock | 05/05/2006 | S | 219 | D | \$ 37.3             | 24,650                    | D |                        |
| Common Stock | 05/04/2006 | G | 200 | D | \$ 0 <sup>(1)</sup> | 8,650                     | I | by spouse, Samantha    |
| Common Stock |            |   |     |   |                     | 1,196.0722 <sup>(2)</sup> | 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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SEC 1474  
(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) |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
| Stock Option to Buy                        | \$ 13.3  | 05/04/2006                           |  | M                              | 2,332   | 08/08/1988 <sup>(3)</sup> 01/22/2012                     | Common Stock 2,332  |       |                            |
| Stock Option to Buy                        | \$ 28  |                                      |  |                                |   | 08/08/1988 <sup>(3)</sup> 02/25/2013                     | Common Stock 10,000   |       |                            |
| Stock Option to Buy                        | \$ 32.925  |                                      |  |                                |   | 08/08/1988 <sup>(4)</sup> 01/30/2015                     | Common Stock 50,000   |       |                            |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                 |       |
|--------------------------------|---------------|-----------|-----------------|-------|
|                                | Director      | 10% Owner | Officer         | Other |
|                                | X             |           | President & CEO |       |

HAGEBOECK CHARLES R  
25 GATEWATER ROAD  
CROSS LANES, WV 25313

## Signatures

Victoria A. Evans,  
Attorney-in-Fact

05/08/2006

\_\_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) Shares gifted by the reporting person's spouse to a charitable gift fund at an undisclosed price.

Includes shares acquired pursuant to the Company's 401(k) Plan & Trust during the fiscal year in transactions exempt from 16b under old

(2) Rule 16a8(b). Share totals are reported as of the 12/31/2005 plan valuation date and include 50,6089 shares that were required to be disposed of in a nondiscretionary transaction by the 401(k) Plan & Trust in order to comply with the plan's ADP testing.

(3) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds.

(4) Options will vest and become exercisable in six separate installments as follows: 5,000 on 1/31/2005; 9,000 on 2/1/2006; 9,000 on 2/1/2007; 9,000 on 2/1/2008; 9,000 on 2/1/2009; and 9,000 on 2/1/2010.

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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