#### CITY HOLDING CO

Form 4

November 14, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HAGEBOECK CHARLES R	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)	X Director 10% Owner		
25 GATEWATER ROAD	11/11/2016	X Officer (give title Other (specify below)		
		President & CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
CROSS I ANES WV 25313		_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

Person

#### CROSS LANES, WV 25313

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Acqui	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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	11/11/2016		S	15	D	\$ 59.3985	0	I	custodian for son, Charles J.
Common Stock	11/14/2016		S	4,598	D	\$ 61.5	75,133	D	
Common Stock	11/14/2016		S	50	D	\$ 61.51	75,083	D	
Common Stock	11/14/2016		S	50	D	\$ 61.53	75,033	D	
Common Stock							5,650	I	by spouse, Samantha

## Edgar Filing: CITY HOLDING CO - Form 4

Common Stock	1,652.1629 I	by 401(k) Plan & Trust					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.	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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y e	Date Exercisable and xpiration 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	\$ 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					03/26/2017	03/25/2024	Common Stock	2,008 (2)	
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	2,008 (2)	
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 (2)	
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,978 (2)	
	\$ 46.61					02/26/2019	02/25/2025			

8. Pri Deriv Secur (Instr

#### Edgar Filing: CITY HOLDING CO - Form 4

Stock Option to Buy				Common Stock	1,978 (2)
Stock Option to Buy	\$ 46.61	02/26/2020	02/25/2025	Common Stock	1,980 (2)
Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	3,660 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	3,660 (2)

## **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

\*\*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) 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.
- (2) 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.

Reporting Owners 3