STILWELL CRAIG G

Form 4

February 28, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 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).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * STILWELL CRAIG G

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

CITY HOLDING CO [CHCO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2019

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) **EVP Retail Banking**

25 GATEWATER ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CROSS LANES, WV 25313

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) Owned Direct (D) (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 02/27/2019 S 818 D 23,124 D 79.3529

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

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

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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. Transac Code (Instr. 8	tion		ative ties red sed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 <u>(1)</u>	02/27/2019		A		904		<u>(2)</u>	(2)	Common Stock	904
Restricted Stock Unit	\$ 0 (1)							(3)	<u>(3)</u>	Common Stock	893
Stock Option to Buy	\$ 44.43							03/26/2019	03/25/2024	Common Stock	968 (4)
Stock Option to Buy	\$ 46.61							02/26/2019	02/25/2025	Common Stock	1,015 (4)
Stock Option to Buy	\$ 46.61							02/26/2020	02/25/2025	Common Stock	1,017 (4)
Stock Option to Buy	\$ 43.73							02/24/2019	02/23/2026	Common Stock	1,898 (4)
Stock Option to Buy	\$ 43.73							02/24/2020	02/23/2026	Common Stock	1,898 (4)
Stock Option to Buy	\$ 43.73							02/24/2021	02/23/2026	Common Stock	1,898 (4)
Stock Option to Buy	\$ 66.32							02/22/2020	02/21/2027	Common Stock	1,253 (4)
Stock Option to Buy	\$ 66.32							02/22/2021	02/21/2027	Common Stock	1,253 (4)
Stock Option to Buy	\$ 66.32							02/22/2022	02/21/2027	Common Stock	1,253 (4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP Retail Banking

Signatures

Victoria A. Faw, attorney-in-fact 02/28/2019

**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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- (4) 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.

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