

CITY HOLDING CO  
Form 4  
February 29, 2016

**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

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)  
02/24/2016

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

(Street)

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

CROSS LANES, WV 25313

(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)
Common Stock	02/24/2016		A	(A) or (D) V Amount 5,074 (1)	\$ 0 (2)	79,580	D
Common Stock					15	I	custodian for son, Charles J.
Common Stock					1,652.1629 (3)	I	by 401(k) Plan & Trust
Common Stock					5,650	I	by spouse, Samantha

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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
				Code	V	(A)	(D)	Title	
Stock Option to Buy	\$ 0	02/24/2016		A		3,660 (4)		02/24/2019 02/23/2026	Common Stock 3,660
Stock Option to Buy	\$ 0	02/24/2016		A		3,660 (4)		02/24/2020 02/23/2026	Common Stock 3,660
Stock Option to Buy	\$ 0	02/24/2016		A		3,660 (4)		02/24/2021 02/23/2026	Common Stock 3,660
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							03/26/2017 03/25/2024	Common Stock 2,008 (4)
Stock Option to Buy	\$ 44.43							03/26/2018 03/25/2024	Common Stock 2,008 (4)
	\$ 44.43							03/26/2019 03/25/2024	

