

HYLTON TRACY W II  
Form 4/A  
March 10, 2010

**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 \*  
HYLTON TRACY W II

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/21/2000

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

CROSS LANES, WV 25313  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/26/2010

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 Ownership (Instr. 4) |             |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |             |   |
| Common Stock                    | 02/26/2010                           |  | A                              |   | 623   | A  | \$ 0 <sup>(1)</sup><br><u>(2)</u> | 17,831.8064 | D |
| Common Stock                    | 07/21/2000                           |  | P                              |   | 700   | A  | \$ 7.06                           | 18,531.8064 | D |
| Common Stock                    | 07/21/2000                           |  | P                              |   | 300   | A  | \$ 6.96                           | 18,831.8064 | D |
| Common Stock                    | 05/06/2009                           |  | P                              |   | 7,400   | A  | \$ 31.7                           | 26,230.8064 | D |
| Common Stock                    | 05/06/2009                           |  | P                              |   | 1,500   | A  | \$ 31.66                          | 27,730.8064 | D |
|                                 | 05/06/2009                           |  | P                              |   | 300   | A  |                                   | 28,030.8064 | D |

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|              |            |  |   |     |       |          |             |   |  |  |
|--------------|------------|--|---|-----|-------|----------|-------------|---|--|--|
| Common Stock |            |  |   |     | \$    |          |             |   |  |  |
|              |            |  |   |     | 31.67 |          |             |   |  |  |
| Common Stock | 05/06/2009 |  | P | 300 | A     | \$ 31    | 28,330.8064 | D |  |  |
| Common Stock | 05/06/2009 |  | P | 300 | A     | \$ 31.65 | 28,630.8064 | D |  |  |
| Common Stock | 05/06/2009 |  | P | 200 | A     | \$ 31.56 | 28,830.8064 | D |  |  |
| Common Stock | 05/06/2009 |  | P | 100 | A     | \$ 31.55 | 28,930.8064 | D |  |  |
| Common Stock | 05/06/2009 |  | P | 100 | A     | \$ 31.58 | 29,030.8064 | D |  |  |
| Common Stock | 05/06/2009 |  | P | 100 | A     | \$ 31.61 | 29,130.8064 | D |  |  |
| Common Stock |            |  |   |     |       |          | 1,586       | I |  | as cust for daughter, Traci Jo Hylton UGMA |

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.**

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HYLTON TRACY W II<br>25 GATEWATER ROAD<br>CROSS LANES, WV 25313 |               | X         |         |       |

## Signatures

|                                      |            |
|--------------------------------------|------------|
| Victoria A. Faw,<br>attorney-in-fact | 03/10/2010 |
|--------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| **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) For purposes of establishing a value of the stock award, the Company has determined that \$32.09 per share, or 100% of the fair market value of the Company's common stock on 2/26/2010, the date of grant for the award, is appropriate.
- (2) Shares owned after the transaction reflect a correction in the reporting owner's total direct holdings resulting from a typographical error made on an earlier report.

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.