

Quinlan Michael T Jr
Form 4
March 28, 2012

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 *
Quinlan Michael T Jr

(Last) (First) (Middle)
25 GATEWATER ROAD
(Street)

CROSS LANES, WV 25313

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITY HOLDING CO [CHCO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Branch Banking

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2012		A		1,053	A	\$ 0 (1)
Common Stock					1,580.4455	I	(2)
Common Stock					1,158	I	

by 401(k) Plan & Trust
by spouse, Cheryl

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

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(9-02)

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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)	Date Exercisable	Expiration Date	Title	
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	1,250
Stock Option to Buy	\$ 29.02					<u>(3)</u>	03/31/2015	Common Stock	1,750
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	3,500
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	1,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	1,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	1,250
Stock Option to Buy	\$ 35.39	03/28/2012		A	1,401	03/28/2017	03/27/2022	Common Stock	1,401

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quinlan Michael T Jr 25 GATEWATER ROAD			SVP, Branch Banking	

CROSS LANES, WV 25313

Signatures

Victoria A. Faw,
attorney-in-fact

03/28/2012

__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 \$35.39 per share, or 100% of the fair market value of the Company's common stock on 3/28/2012, the date of grant for the award, is appropriate.
- (2) 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 12/31/2011 valuation date.
- (3) Options will vest and become exercisable in four separate installments as follows: 875 on 4/1/2005; 875 on 4/1/2008; 875 on 4/1/2009; and 875 on 4/1/2010. All options granted pursuant to this award have vested.

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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