

HAGEBOECK CHARLES R
 Form 4/A
 March 28, 2012

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

(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)
03/28/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/28/2012		A	5,114 A \$ 0 (1)	46,102	D	
Common Stock					6,750	I	by spouse, Samantha
Common Stock					15	I	custodian for son, Charles J.
Common Stock					1,456.4942 (2)	I	by 401(k) Plan & Trust

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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)

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	Amount or Number of Shares
Stock Option to Buy	\$ 33.9					<u>(3)</u>	02/24/2014	Common Stock	10,000
Stock Option to Buy	\$ 32.925					<u>(4)</u>	01/30/2015	Common Stock	50,000
Stock Option to Buy	\$ 39.34					<u>(5)</u>	02/27/2017	Common Stock	37,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	6,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	6,250
Stock Option to Buy	\$ 35.39	03/28/2012		A	6,803	03/28/2017	03/27/2022	Common Stock	6,803

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HAGEBOECK CHARLES R
25 GATEWATER ROAD X President & CEO
CROSS LANES, WV 25313

Signatures

Victoria A. Faw, 03/28/2012
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) 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 plan valuation date.
- (3) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds. All options awarded pursuant to this grant have achieved their target thresholds and are vested.
- (4) Options will vest and become exercisable in six separate installments as follows: 5,000 on 1/31/2005; 9,000 on 2/1/2006; 9,000 on 2/1/2007; 9,000 on 2/1/2008; 9,000 on 2/1/2009; and 9,000 on 2/1/2010. All options awarded pursuant to this grant have vested.
- (5) Options will vest and become exercisable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and 12,500 on 2/28/2013.

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.