

BUMGARNER DAVID L
 Form 4
 February 08, 2013

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 *
 BUMGARNER DAVID L

(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)
 02/07/2013

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 & Chief Financial Officer

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)
				(A) or (D)	Price		
Common Stock	02/07/2013		M	A	\$ 2,717 32.925	12,061	D
Common Stock	02/07/2013		S	D	\$ 2,000 38.15	10,061	D
Common Stock	02/07/2013		S	D	\$ 717 38.16	9,344	D
Common Stock						115	I by IRA
Common Stock						1,551.7496 (1)	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
Stock Option to Buy	\$ 32.925	02/07/2013		M	2,717	<u>(2)</u> 01/30/2015	Common Stock	2,717
Stock Option to Buy	\$ 36.9					12/21/2005 12/20/2015	Common Stock	2,500
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	\$ 35.09					03/30/2016 03/29/2021	Common Stock	1,250
Stock Option to Buy	\$ 35.39					03/28/2017 03/27/2022	Common Stock	1,555

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BUMGARNER DAVID L
25 GATEWATER ROAD
CROSS LANES, WV 25313

SVP & Chief Financial Officer

Signatures

Victoria A. Faw,
attorney-in-fact
02/08/2013

__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) 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 as of the 12/31/2012 plan valuation date.
- (2) Options will vest and become exercisable in four separate installments as follows: 2,500 on 2/1/2005; 2,500 on 2/1/2006; 2,500 on 2/1/2007; and 2,500 on 2/1/2008. All options awarded pursuant to this grant 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. 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.