CITY HOLDING CO

Form 4 March 28, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Rep DERITO JOHN A	porting Person *	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)	3. Date of Earliest Transaction			
		(Month/Day/Year)	Director 10% Owner		
25 GATEWATER RO	AD	03/26/2014	_X_ Officer (give title Other (specification) below)		
			EVP, Commercial Banking		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		
			X Form filed by One Reporting Person		
CD CCC I AND C MILL	25212		Form filed by More than One Reporting		

CROSS LANES, WV 25313

(State)

(Zip)

(City)

(===5)	()	Table	: 1 - Non-De	erivative Secui	rities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 an	d 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				Z.A.:		Reported		
				(A		Transaction(s)		
			C 1 W	or		(Instr. 3 and 4)		
~			Code V	Amount (D	,			
Common	03/26/2014		A	2,058 A	\$ 0	20,498	D	
Stock	0312012014		11	<u>(1)</u>	(2)	20,770	D	

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)

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 30.65					(3)	02/22/2015	Common Stock	5,000
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	5,000
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	2,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	2,500
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	2,500
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	3,000
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	2,687
Stock Option to Buy	\$ 37.74	02/27/2013		A	2,687	02/27/2018	02/26/2023	Common Stock	2,687
Stock Option to Buy	\$ 44.43	03/26/2014		A	807 (4)	03/26/2017	03/25/2024	Common Stock	807
Stock Option to Buy	\$ 44.43	03/26/2014		A	807 (4)	03/26/2018	03/25/2024	Common Stock	807
Stock Option to Buy	\$ 44.43	03/26/2014		A	807 (<u>4)</u>	03/26/2019	03/25/2024	Common Stock	807

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP, Commercial Banking

Signatures

Victoria A. Faw, attorney-in-fact 03/28/2014

**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) Restricted shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- For purposes of establishing a value of the stock award, the Company has determined that \$44.43 per share, or 100% of the fair market value of the Company's common stock on 3/26/2014, the date of grant for the award, is appropriate.
- Options will vest and become exerciseable in five separate installments as follows: 1,000 on 2/23/2006; 1,000 on 2/23/2007; 1,000 on 2/23/2008; 1,000 on 2/23/2009; and 1,000 on 2/23/2010. All options awarded pursuant to this grant have vested.
- (4) Options granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.

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.

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