

CITY HOLDING CO
Form 4
February 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DERITO JOHN A

(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)
02/13/2015

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)
EVP, Commercial 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	02/13/2015		M		2,500	A	\$ 28.15
Common Stock	02/13/2015		S		100	D	\$ 46.55
Common Stock	02/13/2015		S		1,754	D	\$ 46.45
Common Stock	02/13/2015		S		646	D	\$ 45.9501
							22,998
							22,898
							21,144
							20,498

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.

SEC 1474
(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. Amount or Number of Shares
Stock Option to Buy	\$ 40.88					03/26/2013 03/25/2018	Common Stock	2,500
Stock Option to Buy	\$ 28.15	02/13/2015		M	2,500	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					02/27/2018 02/26/2023	Common Stock	2,687
Stock Option to Buy	\$ 44.43					03/26/2017 03/25/2024	Common Stock	807 ⁽¹⁾
Stock Option to Buy	\$ 44.43					03/26/2018 03/25/2024	Common Stock	807 ⁽¹⁾
Stock Option	\$ 44.43					03/26/2019 03/25/2024	Common Stock	807 ⁽¹⁾

