

HAGEBOECK CHARLES R  
 Form 4/A  
 November 19, 2009

**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 \*  
**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)  
**11/05/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/19/2009**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    |                                      |  |                                |   | 31,250  | D  |  |
| Common Stock                    | 11/05/2009                           |  | G                              | 400 D <u>5</u>  | 7,550   | I  | by spouse, Samantha                        |
| Common Stock                    |                                      |  |                                |   | 15  | I  | custodian for son, Charles J.              |
| Common Stock                    |                                      |  |                                |   | 1,294.3814 <u>(1)</u>   | 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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(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. Price or Value 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                        | \$ 28  |                                      |  |                                |   | (2)  | 02/25/2013  | Common Stock  | 10,000                     |
| Stock Option to Buy                        | \$ 33.9  |                                      |  |                                |   | (2)  | 02/24/2014  | Common Stock  | 10,000                     |
| Stock Option to Buy                        | \$ 32.925  |                                      |  |                                |   | (3)  | 01/30/2015  | Common Stock  | 50,000                     |
| Stock Option to Buy                        | \$ 39.34   |                                      |  |                                |   | (4)  | 02/27/2017  | Common Stock  | 37,500                     |
| Stock Option to Buy                        | \$ 28.15   |                                      |  |                                |   | 03/25/2014   | 03/24/2019  | Common Stock  | 6,250                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| HAGEBOECK CHARLES R<br>25 GATEWATER ROAD<br>CROSS LANES, WV 25313 | X             |           | President & CEO |       |

## Signatures

Victoria A. Faw,  
Attorney-in-Fact

11/19/2009

\_\_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 reported as of the 12/31/2008 plan valuation date.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) Shares gifted by the reporting person's spouse to a charitable gift fund at an undisclosed price.

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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