

CITY HOLDING CO  
Form 4  
May 31, 2016

**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 \*  
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)  
05/27/2016

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/27/2016		M		2,500	A	\$ 32.09
Common Stock	05/27/2016		S		1,000	D	\$ 49.0608
Common Stock	05/27/2016		S		1,500	D	\$ 49.0151

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 32.09	05/27/2016		M	2,500	02/26/2015	02/25/2020	Common Stock	2,500
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	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 <sup>(1)</sup>
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	807 <sup>(1)</sup>
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	807 <sup>(1)</sup>
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	600 <sup>(1)</sup>
Stock Option	\$ 46.61					02/26/2019	02/25/2025	Common Stock	600 <sup>(1)</sup>

to Buy					
Stock Option to Buy	\$ 46.61		02/26/2020	02/25/2025	Common Stock 600 <sup>(1)</sup>
Stock Option to Buy	\$ 43.73		02/24/2019	02/23/2026	Common Stock 977 <sup>(1)</sup>
Stock Option to Buy	\$ 43.73		02/24/2020	02/23/2026	Common Stock 977 <sup>(1)</sup>
Stock Option to Buy	\$ 43.73		02/24/2021	02/23/2026	Common Stock 977 <sup>(1)</sup>

## 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

05/31/2016

\*\*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) Options shares 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.  
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