

BUMGARNER DAVID L
 Form 4
 April 24, 2018

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)
 04/23/2018

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/23/2018		S	1,856 D \$ 74.25	11,005	D	
Common Stock					2,106.833 ⁽¹⁾	I	by 401(k) Plan and Trust
Common Stock					115	I	by IRA

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

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SEC 1474 (9-02)

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽²⁾					⁽³⁾	⁽³⁾	Common Stock	361
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	485 ⁽⁴⁾
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	485 ⁽⁴⁾
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	341 ⁽⁴⁾
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	342 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	825 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	825 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2021	02/23/2026	Common Stock	825 ⁽⁴⁾
Stock Option to Buy	\$ 66.32					02/22/2020	02/21/2027	Common Stock	554 ⁽⁴⁾
	\$ 66.32					02/22/2021	02/21/2027		554 ⁽⁴⁾

Stock Option to Buy					Common Stock
Stock Option to Buy	\$ 66.32	02/22/2022	02/21/2027		Common Stock 556 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

04/24/2018

__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 12/31/2017 plan valuation date.
 - (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
 - (3) One-third of these restricted stock units are scheduled to vest on each of February 20, 2019; February 20, 2020; and February 20, 2021.
 - (4) 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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