

STILWELL CRAIG G  
Form 4  
May 22, 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 \*  
STILWELL CRAIG G

(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)  
05/22/2018

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)  
EVP Retail 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)	
				(A) or (D) Code V	Amount	Price		
Common Stock	05/22/2018		M	649	A	\$ 37.74	26,767	D

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)**

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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. 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
Restricted Stock Unit	\$ 0 <sup>(1)</sup>					<u>(2)</u> <u>(2)</u>	Common Stock	893
Stock Option to Buy	\$ 37.74	05/22/2018		M	649	02/27/2018    02/26/2023	Common Stock	649
Stock Option to Buy	\$ 44.43					03/26/2019    03/25/2024	Common Stock	968 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61					02/26/2019    02/25/2025	Common Stock	1,015 <sup>(3)</sup>
Stock Option to Buy	\$ 46.61					02/26/2020    02/25/2025	Common Stock	1,017 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73					02/24/2019    02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73					02/24/2020    02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 43.73					02/24/2021    02/23/2026	Common Stock	1,898 <sup>(3)</sup>
Stock Option to Buy	\$ 66.32					02/22/2020    02/21/2027	Common Stock	1,253 <sup>(3)</sup>
Stock Option to Buy	\$ 66.32					02/22/2021    02/21/2027	Common Stock	1,253 <sup>(3)</sup>
Stock Option to Buy	\$ 66.32					02/22/2022    02/21/2027	Common Stock	1,253 <sup>(3)</sup>

