

MCLAUGHLIN PHILIP L
 Form 5
 January 06, 2012

FORM 5

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).
 Form 3 Holdings
 Reported
 Form 4
 Transactions
 Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MCLAUGHLIN PHILIP L

2. Issuer Name and Ticker or Trading
 Symbol
CITY HOLDING CO [CHCO]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Last) (First) (Middle)

25 GATEWATER ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended
 (Month/Day/Year)
12/20/2011

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CROSS LANES, WV 25313

Form Filed by One Reporting Person
 Form Filed by More than One Reporting
 Person

(City) (State) (Zip)

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)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(D)	Price			
Common Stock	12/20/2011	^	G4	221	D	\$ 0 (1)	36,213	D	^
Common Stock	^	^	^	^	^	^	4,726.9364 (2)	I	by 401(k) Plan & Trust
Common Stock	^	^	^	^	^	^	199	I	by spouse, Paula

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 of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date		
					(A) (D)			Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLAUGHLIN PHILIP L 25 GATEWATER ROAD CROSS LANES, WV 25313	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

Victoria A. Faw,
attorney-in-fact

01/06/2012

__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) Shares gifted by the reporting person to the College of William & Mary Foundation at an undisclosed price.
 - (2) 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 12/31/2011 plan valuation date.
- Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.