

HAGEBOECK CHARLES R
 Form 4
 May 01, 2018

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)
05/01/2018

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)
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/01/2018 | | S | | 7,707 | D | \$ 72.0099 |
| Common Stock | | | | | 1,738.201 | I | (1) |
| Common Stock | | | | | 5,650 | I | |

by 401(k) Plan and Trust
 by spouse, Samantha

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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) | 8. P. Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,749 |
| Stock Option to Buy | \$ 37.74 | | | | | 02/27/2018 | 02/26/2023 | Common Stock | 6,803 |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2018 | 03/25/2024 | Common Stock | 2,008 ⁽⁴⁾ |
| Stock Option to Buy | \$ 44.43 | | | | | 03/26/2019 | 03/25/2024 | Common Stock | 2,010 ⁽⁴⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2018 | 02/25/2025 | Common Stock | 1,978 ⁽⁴⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2019 | 02/25/2025 | Common Stock | 1,978 ⁽⁴⁾ |
| Stock Option to Buy | \$ 46.61 | | | | | 02/26/2020 | 02/25/2025 | Common Stock | 1,980 ⁽⁴⁾ |
| Stock Option to Buy | \$ 43.73 | | | | | 02/24/2019 | 02/23/2026 | Common Stock | 3,660 ⁽⁴⁾ |
| Stock Option to Buy | \$ 43.73 | | | | | 02/24/2020 | 02/23/2026 | Common Stock | 3,660 ⁽⁴⁾ |
| | \$ 43.73 | | | | | 02/24/2021 | 02/23/2026 | | |

| | | | | | |
|-----------|----------|------------|------------|--------|------------|
| Stock | | | | Common | 3,660 |
| Option to | | | | Stock | <u>(4)</u> |
| Buy | | | | | |
| Stock | | | | Common | 2,524 |
| Option to | \$ 66.32 | 02/22/2020 | 02/21/2027 | Stock | <u>(4)</u> |
| Buy | | | | | |
| Stock | | | | Common | 2,524 |
| Option to | \$ 66.32 | 02/22/2021 | 02/21/2027 | Stock | <u>(4)</u> |
| Buy | | | | | |
| Stock | | | | Common | 2,524 |
| Option to | \$ 66.32 | 02/22/2022 | 02/21/2027 | Stock | <u>(4)</u> |
| Buy | | | | | |

Reporting Owners

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

Signatures

Victoria A. Faw,
Attorney-in-Fact

05/01/2018

**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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