CITY HOLDING CO

Form 4/A May 02, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * STILWELL CRAIG G			2. Issuer Name and Ticker or Trading Symbol CITY HOLDING CO [CHCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chech an applicable)		
25 GATEWATER ROAD		•	(Month/Day/Year) 04/29/2016	Director 10% OwnerX Officer (give title Other (specify below) EVP Retail Banking		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CROSS LANES, WV 25313			05/02/2016	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) 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. 4. Securities Acquired (A Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	04/29/2016		S	1,800	D	\$ 49.0678	36,057	D		
Common Stock	04/29/2016		S	1,128	D	\$ 49	34,929	D		
Common Stock							1,686.6457 (1)	I	by 401(k) Plan & Trust	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 40.88					03/26/2013	03/25/2018	Common Stock	3,000	
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	3,234	
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	3,234	
Stock Option to Buy	\$ 44.43					03/26/2017	03/25/2024	Common Stock	967 (2)	
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	967 (2)	
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	968 (2)	
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	1,015 (2)	
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	1,015 (2)	
Stock Option	\$ 46.61					02/26/2020	02/25/2025	Common Stock	1,017 (2)	

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to Buy					
Stock Option to Buy	\$ 43.73	02/24/2019	02/23/2026	Common Stock	1,898 (2)
Stock Option to Buy	\$ 43.73	02/24/2020	02/23/2026	Common Stock	1,898 (2)
Stock Option to Buy	\$ 43.73	02/24/2021	02/23/2026	Common Stock	1,898 (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313

EVP Retail Banking

Signatures

Victoria A. Faw, Attorney-in-Fact 05/02/2016

**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) 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 12/31/2015 plan valuation date.
- (2) 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. 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.

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