

STILWELL CRAIG G  
Form 4  
March 26, 2009

**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 \*  
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)  
03/25/2009

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,307.89 <sup>(1)</sup>                                                                       | I                                                        | by 401(k) Plan & Trust            |
| Common Stock                    | 03/25/2009                           |                                                    | A                              |                                                                   | 1,000                                                                                         | A                                                        | \$ 0 <sup>(5)</sup><br>16,763     |

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

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option to Buy                        | \$ 28                                                  |                                      |                                                    |                                |                                                                                         | (2) 02/25/2013                                           | Common Stock                                                  | 10,000                        |
| Stock Option to Buy                        | \$ 33.9                                                |                                      |                                                    |                                |                                                                                         | (2) 02/24/2014                                           | Common Stock                                                  | 10,000                        |
| Stock Option to Buy                        | \$ 31.32                                               |                                      |                                                    |                                |                                                                                         | (3) 02/24/2015                                           | Common Stock                                                  | 5,000                         |
| Stock Option to Buy                        | \$ 36.9                                                |                                      |                                                    |                                |                                                                                         | 12/21/2005 12/20/2015                                    | Common Stock                                                  | 5,000                         |
| Stock Option to Buy                        | \$ 39.34                                               |                                      |                                                    |                                |                                                                                         | (4) 02/27/2017                                           | Common Stock                                                  | 10,000                        |
| Stock Option to Buy                        | \$ 40.88                                               |                                      |                                                    |                                |                                                                                         | 03/26/2013 03/25/2018                                    | Common Stock                                                  | 3,000                         |
| Stock Option to Buy                        | \$ 28.15                                               | 03/25/2009                           |                                                    | A                              | 3,000                                                                                   | 03/25/2014 03/24/2019                                    | Common Stock                                                  | 3,000                         |

## 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

03/26/2009

\_\_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 12/31/2008 valuation date.
- (2) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds.
- (3) Options will vest and become exercisable in five separate installments as follows: 1,000 on 2/25/2006; 1,000 on 2/25/2007; 1,000 on 2/25/2008; 1,000 on 2/25/2009; and 1,000 on 2/25/2010.
- (4) Options will vest and become exercisable in two separate installments as follows: 5,000 on 2/28/2011; and 5,000 on 2/28/2012.
- (5) For purposes of establishing a value of the stock award, the Company has determined that \$28.15 per share, 100% of the fair market value of the Company's Common Stock on 3/25/2009, the Board approval date of the award, is appropriate.

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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