

STILWELL CRAIG G
Form 4
February 05, 2013

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

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)
25 GATEWATER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

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

EVP Retail Banking

(Street)
CROSS LANES, WV 25313

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) (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					1,539.8656 <u>(1)</u>	I	by 401(k) Plan & Trust
Common Stock	02/01/2013		M		10,000	A	\$ 33.9
Common Stock	02/01/2013		S		10,000	D	\$ 38.2005
					43,471	D	
					33,471	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 33.9	02/01/2013		M	10,000	(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					03/25/2014 03/24/2019		Common Stock	3,000
Stock Option to Buy	\$ 32.09					02/26/2015 02/25/2020		Common Stock	3,000
Stock Option to Buy	\$ 35.09					03/30/2016 03/29/2021		Common Stock	3,000
Stock Option to Buy	\$ 35.39					03/28/2017 03/27/2022		Common Stock	3,234

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

02/05/2013

 **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 12/31/2012 valuation date.
 - (2) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds. All options awarded pursuant to this grant have achieved their target thresholds and are vested.
 - (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. All options awarded pursuant to this grant have vested.
 - (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. All options awarded pursuant to this grant have vested.

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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