

CITY HOLDING CO  
Form 4/A  
June 05, 2014

**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 \*  
**LEGG JEFFREY DALE**

(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)  
**05/30/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/02/2014**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP, CAO & CIO**

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	(A) or (D)	Price
Common Stock	05/30/2014		M		1,250	A	\$ 28.15
Common Stock	05/30/2014		S		1,250	D	\$ 43.51 (3)
Common Stock						I	5,928.5336 (1)
							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 information contained in this form are not**

SEC 1474 (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. 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option to Buy	\$ 28.15	05/30/2014		M	1,250	03/25/2014	03/24/2019	Common Stock	1,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	1,250
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	1,250
Stock Option to Buy	\$ 35.39					03/28/2017	03/27/2022	Common Stock	1,196
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	1,196
Stock Option to Buy	\$ 44.43					03/26/2017	03/25/2024	Common Stock	383 <sup>(2)</sup>
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	383 <sup>(2)</sup>
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	383 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEGGJE JEFFREY DALE 25 GATEWATER ROAD CROSS LANES, WV 25313			SVP, CAO & CIO	

## Signatures

Victoria A. Faw,  
attorney-in-fact

06/05/2014

\_\_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 12/31/2013 plan valuation date.
  - (2) Options granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
  - (3) Amendment made to correct a clerical error on sale price of shares.

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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