

CITY HOLDING CO  
Form 8-K  
September 29, 2011

---

---

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported)  
September 28, 2011

CITY HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-11733

West Virginia	55-0619957
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

25 Gatewater Road, Cross Lanes, WV 25313  
(Address of Principal Executive Offices, Including Zip Code)

304-769-1100  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))



Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers

By letter dated September 28, 2011, Mary H. Williams, a member of the Board of Directors (“the Board”) of City Holding Company (the “Company”), advised the Company of her decision to resign from the Board effective immediately due the relocation of her primary residence. Ms. Williams has served on the Board since 2001 and also currently serves on the Board’s Audit Committee. The Company is not aware of any disagreement between Ms. Williams and the Company on any matter relating to the Company’s operations, policies or practices.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

Dated: September 29, 2011

City Holding Company

By: /s/ David L. Bumgarner  
David L. Bumgarner  
Chief Financial Officer