

DERITO JOHN A
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
DERITO JOHN A

(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)
02/27/2019

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, Commercial 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)
Common Stock				(A) or (D) Price	20,972	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Common Stock	\$ 0 ⁽¹⁾	02/27/2019		A	645	⁽²⁾ ⁽²⁾	Common Stock	645
Restricted Stock Unit	\$ 0 ⁽¹⁾					⁽³⁾ ⁽³⁾	Common Stock	657
Stock Option to Buy	\$ 37.74					02/27/2018 02/26/2023	Common Stock	38
Stock Option to Buy	\$ 44.43					03/26/2018 03/25/2024	Common Stock	807 ⁽⁴⁾
Stock Option to Buy	\$ 44.43					03/26/2019 03/25/2024	Common Stock	807 ⁽⁴⁾
Stock Option to Buy	\$ 46.61					02/26/2018 02/25/2025	Common Stock	600 ⁽⁴⁾
Stock Option to Buy	\$ 46.61					02/26/2019 02/25/2025	Common Stock	600 ⁽⁴⁾
Stock Option to Buy	\$ 46.61					02/26/2020 02/25/2025	Common Stock	600 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2019 02/23/2026	Common Stock	977 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2020 02/23/2026	Common Stock	977 ⁽⁴⁾
Stock Option to Buy	\$ 43.73					02/24/2021 02/23/2026	Common Stock	977 ⁽⁴⁾
	\$ 66.32					02/22/2020 02/21/2027		

Stock				Common	1,033
Option to				Stock	<u>(4)</u>
Buy					
Stock				Common	1,033
Option to	\$ 66.32		02/22/2021 02/21/2027	Stock	<u>(4)</u>
Buy					
Stock				Common	1,034
Option to	\$ 66.32		02/22/2022 02/21/2027	Stock	<u>(4)</u>
Buy					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERITO JOHN A 25 GATEWATER ROAD CROSS LANES, WV 25313			EVP, Commercial Banking	

Signatures

Victoria A. Faw,
attorney-in-fact

02/28/2019

 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) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (2) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- (4) 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.

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