

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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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 (1)	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

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

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displays a currently valid OMB control number.

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

