

CITY HOLDING CO  
Form 4/A  
July 30, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
HAGEBOECK CHARLES R

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)  
07/26/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
CROSS LANES, WV 25313

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/30/2013

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/26/2013		M		7,100 A \$ 32.925	61,013	D
Common Stock	07/26/2013		S		3,100 D \$ 45	57,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.0012	56,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.0005	55,913	D
Common Stock	07/26/2013		S		1,000 D \$ 45.001	54,913	D

Edgar Filing: CITY HOLDING CO - Form 4/A

Common Stock	07/26/2013	S	1,000	D	\$ 45.0025	53,913	D	
Common Stock						5,650	I	by spouse, Samantha
Common Stock						15	I	custodian for son, Charles J.
Common Stock						1,508.6728 <u>(1)</u>	I	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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	Amount or Number of Shares
Stock Option to Buy	\$ 32.925	07/26/2013		M	7,100	<u>(2)</u>	01/30/2015	Common Stock	7,100
Stock Option to Buy	\$ 39.34					<u>(3)</u>	02/27/2017	Common Stock	37,500
Stock Option to Buy	\$ 28.15					03/25/2014	03/24/2019	Common Stock	6,250
Stock Option to Buy	\$ 32.09					02/26/2015	02/25/2020	Common Stock	6,250
Stock Option to Buy	\$ 35.09					03/30/2016	03/29/2021	Common Stock	6,250

Stock Option to Buy	\$ 35.39	03/28/2017	03/27/2022	Common Stock	6,803
Stock Option to Buy	\$ 37.74	02/27/2018	02/26/2023	Common Stock	6,803

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO	

## Signatures

Victoria A. Faw,  
Attorney-in-Fact

07/30/2013

\_\_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 plan valuation date.
  - (2) Options will vest and become exercisable in six separate installments as follows: 5,000 on 1/31/2005; 9,000 on 2/1/2006; 9,000 on 2/1/2007; 9,000 on 2/1/2008; 9,000 on 2/1/2009; and 9,000 on 2/1/2010. All options awarded pursuant to this grant have vested.
  - (3) Options will vest and become exercisable in three separate installments as follows: 12,500 on 2/28/2011; 12,500 on 2/28/2012; and 12,500 on 2/28/2013. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.