

CITY HOLDING CO  
Form 4  
February 29, 2016

**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)  
02/24/2016

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)			
			Code	V	Amount (A) or (D) Price (2)					
Common Stock	02/24/2016		A		1,355 (1)	A	\$ 0 (2)	23,303	D	

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)**

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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. P Der Sec (Ins
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2019 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2020 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 0	02/24/2016		A		<u>977</u> (3)		02/24/2021 02/23/2026	Common Stock 977
Stock Option to Buy	\$ 40.88							03/26/2013 03/25/2018	Common Stock 2,500
Stock Option to Buy	\$ 32.09							02/26/2015 02/25/2020	Common Stock 2,500
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 2,687
Stock Option to Buy	\$ 37.74							02/27/2018 02/26/2023	Common Stock 2,687
Stock Option to Buy	\$ 44.43							03/26/2017 03/25/2024	Common Stock 807 <u>(3)</u>
Stock Option to Buy	\$ 44.43							03/26/2018 03/25/2024	Common Stock 807 <u>(3)</u>
Stock Option	\$ 44.43							03/26/2019 03/25/2024	Common Stock 807 <u>(3)</u>

