

BUMGARNER DAVID L  
 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 \*  
 BUMGARNER DAVID L

(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)  
 SVP & Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount (D) Price                                |                                                                                               |                                                          |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 11,005                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2,230.634 <sup>(1)</sup>                                                                      | I                                                        | by 401(k) Plan and Trust          |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 115                                                                                           | I                                                        | by IRA                            |

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

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SEC 1474 (9-02)

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**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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Common Stock                               | \$ 0 <sup>(2)</sup>                                    | 02/27/2019                           |                                                    | A                              | 449                                                                                     | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock                                                  | 449                           |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    |                                      |                                                    |                                |                                                                                         | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock                                                  | 361                           |
| Stock Option to Buy                        | \$ 44.43                                               |                                      |                                                    |                                |                                                                                         | 03/26/2018 03/25/2024                                    | Common Stock                                                  | 485 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 44.43                                               |                                      |                                                    |                                |                                                                                         | 03/26/2019 03/25/2024                                    | Common Stock                                                  | 485 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 46.61                                               |                                      |                                                    |                                |                                                                                         | 02/26/2019 02/25/2025                                    | Common Stock                                                  | 341 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 46.61                                               |                                      |                                                    |                                |                                                                                         | 02/26/2020 02/25/2025                                    | Common Stock                                                  | 342 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | 02/24/2019 02/23/2026                                    | Common Stock                                                  | 825 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | 02/24/2020 02/23/2026                                    | Common Stock                                                  | 825 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 43.73                                               |                                      |                                                    |                                |                                                                                         | 02/24/2021 02/23/2026                                    | Common Stock                                                  | 825 <sup>(5)</sup>            |
| Stock Option to Buy                        | \$ 66.32                                               |                                      |                                                    |                                |                                                                                         | 02/22/2020 02/21/2027                                    | Common Stock                                                  | 554 <sup>(5)</sup>            |

|               |          |            |            |              |     |                |
|---------------|----------|------------|------------|--------------|-----|----------------|
| Buy           |          |            |            |              |     |                |
| Stock         |          |            |            |              |     |                |
| Option to Buy | \$ 66.32 | 02/22/2021 | 02/21/2027 | Common Stock | 554 | <sup>(5)</sup> |
| Stock         |          |            |            |              |     |                |
| Option to Buy | \$ 66.32 | 02/22/2022 | 02/21/2027 | Common Stock | 556 | <sup>(5)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                       | Other |
| BUMGARNER DAVID L<br>25 GATEWATER ROAD<br>CROSS LANES, WV 25313 |               |           | SVP & Chief Financial Officer |       |

## 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) 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 12/31/2018 plan valuation date.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
- (4) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- (5) 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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