

HAGEBOECK CHARLES R
 Form 4
 March 01, 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 *
HAGEBOECK CHARLES R

(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)
02/28/2019

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)
President & CEO

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 Indirect Ownership (Instr. 4)
Common Stock	02/28/2019		S	V Amount (D) Price \$ 1,593 79.5	57,121	D	
Common Stock					0 ⁽¹⁾	I	by son, Charles J. Hageboeck
Common Stock					100	I	by son, Robert B. Hageboeck
Common Stock					100	I	by daughter, Katherine E. Hageboeck

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Common Stock		100	I	by daughter, Emily F. Hageboeck
Common Stock		5,650	I	by spouse, Samantha D. Hageboeck
Common Stock		1,782.709 ⁽²⁾	I	by 401(k) Plan and Trust

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

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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. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 0 ⁽³⁾					<u>(4)</u>	<u>(4)</u>	Common Stock	1,864
Restricted Stock Unit	\$ 0 ⁽³⁾					<u>(5)</u>	<u>(5)</u>	Common Stock	1,749
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	2,010 ⁽⁶⁾
Stock Option to Buy	\$ 46.61					<u>(7)</u>	02/25/2025	Common Stock	3,958 ⁽⁶⁾
Stock Option to Buy	\$ 43.73					<u>(8)</u>	02/23/2026	Common Stock	10,980 ⁽⁶⁾
	\$ 66.32					<u>(9)</u>	02/21/2027		

Stock
Option to
Buy

Common 7,572
Stock (6)

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

03/01/2019

____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) The reporting person no longer has a reportable beneficial interest in 100 shares of CHCO common stock owned by his son, Charles J. Hageboeck, and included in the reporting person's prior ownership reports.
 - (2) 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.
 - (3) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
 - (4) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
 - (5) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
 - (6) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
 - (7) Options shares will vest as follows: 1,978 shares on 2/26/2019 and 1,980 shares on 2/26/2020.
 - (8) Options shares will vest as follows: 3,660 shares on each of 2/24/2019; 2/24/2020; and 2/24/2021.
 - (9) Options shares will vest as follows: 2,524 shares on each of 2/22/2020; 2/22/2021; and 2/22/2022.

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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