

STILWELL CRAIG G
Form 4
April 24, 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 *
STILWELL CRAIG G

(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)
04/24/2019

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)
EVP Retail 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/24/2019 | | M | V | 968 \$ 44.43 | D | |
| Common Stock | 04/24/2019 | | S | V | 645 \$ 79.25 | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option to Buy | \$ 44.43 | 04/24/2019 | | M | 968 | 03/26/2019 03/25/2024 | Common Stock | 968 ⁽¹⁾ |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | | | | | ⁽³⁾ | Common Stock | 904 |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | | | | | ⁽⁴⁾ | Common Stock | 893 |
| Stock Option to Buy | \$ 46.61 | | | | | ⁽⁵⁾ 02/25/2025 | Common Stock | 2,032 ⁽¹⁾ |
| Stock Option to Buy | \$ 43.73 | | | | | ⁽⁶⁾ 02/23/2026 | Common Stock | 5,694 ⁽¹⁾ |
| Stock Option to Buy | \$ 66.32 | | | | | ⁽⁷⁾ 02/21/2027 | Common Stock | 3,759 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STILWELL CRAIG G 25 GATEWATER ROAD CROSS LANES, WV 25313 | | | EVP Retail Banking | |

Signatures

Victoria A. Faw,
attorney-in-fact

04/24/2019

__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) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (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 will vest as follows: 1,015 shares on 2/26/2019 and 1,017 shares on 2/26/2020.
- (6) Options shares will vest as follows: 1,898 shares on each of 2/24/2019; 2/24/2020; and 2/24/2021.
- (7) Options shares will vest as follows: 1,253 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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