

CITY HOLDING CO
Form 144
May 30, 2017

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

OMB APPROVAL
OMB
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FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

Estimated average
burden
hours per
response 1.00
SEC USE ONLY
DOCUMENT
SEQUENCE NO.

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print)

(b) IRS IDENT. NO (c) S.E.C. FILE NO.

CUSIP NUMBER
WORK LOCATION

CITY HOLDING COMPANY

55-0619957 0-11733

1(d) ADDRESS OF ISSUER

(e) TELEPHONE NO.
AREA NUMBER
CODE

STREET

769-1100

CITY

304

STATE

ZIP

25 Gatewater Rd.

Charleston

WV

25313

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2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO ISSUER

(c) ADDRESS STREET CITY STATE ZIP CODE

Craig Stilwell

Executive VP

STATE

ZIP CODE

c/o 25 Gatewater Rd.

Charleston

WV

25313

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) | (g) |
|---|--|---------------------------|--|------------------------|---|--------------------------|----------------------------------|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold | Aggregate Market Value | Number of Shares or Other Units Outstanding | Approximate Date of Sale | Name of Each Securities Exchange |
| | | | (See instr. 3(c)) | (See instr. 3(d)) | (See instr. 3(e)) | (See instr. 3(f)) | (See instr. 3(g)) |

| | | | | | | | |
|--------------|--|--|-------|-----------|------------|-----------|--------|
| Common Stock | Computershare Computershare Trust Company PO Box 30170 College Station, TX 77842 | | 9,753 | \$632,882 | 15,601,000 | 5/19/2017 | NASDAQ |
|--------------|--|--|-------|-----------|------------|-----------|--------|

INSTRUCTIONS:

- 1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- 3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

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(c) Issuer's S.E.C. file number, if any
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice

(d) Issuer's address, including zip code
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(e) Issuer's telephone number, including area code

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

2. (a) Name of person for whose account the securities are to be sold

(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(c) Such person's address, including zip code

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 control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

*Furnish the following information with respect to the acquisition of the securities to be sold
and with respect to the payment of all or any of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(if gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment Services |
|-----------------------|----------------------|--------------------------------------|--|-------------------------------------|--------------------|----------------------------------|
| Common Stock | 02-26-15 | Vested Restricted Common Shares | City Holding Company | 1,000 | 2/26/2010 | Services |
| Common Stock | 03-29-16 | Vested Restricted Common Shares | City Holding Company | 1,000 | 3/30/2011 | Services |
| Common Stock | 04-28-16 | Vested Restricted Common Shares | City Holding Company | 2,000 | 4/29/2009 | Services |
| Common Stock | 03-26-17 | Vested Restricted Common Shares | City Holding Company | 822 | 3/26/2014 | Services |
| Common Stock | 03-28-17 | Vested Restricted Common Shares | City Holding Company | 2,431 | 3/28/2012 | Services |
| Common Stock | 04-28-17 | Vested Restricted Common Shares | City Holding Company | 2,500 | 4/29/2009 | Services |
| Common Stock | | Vested Restricted Common Shares | City Holding Company | | | |
| Common Stock | | Vested Restricted Common Shares | City Holding Company | | | |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of | |
|----------------------------|-----------------------------|--------------|-----------------|----------------|
| | | | Securities Sold | Gross Proceeds |

REMARKS:

INSTRUCTIONS:

ATTENTION:

See the definition of person in paragraph (a) of Rule 144. *The person for whose account the securities to which this information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information in regard to the current and prospective operations of the Issuer of the securities to be sold which sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.*

The person for whose account the securities to which this information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information in regard to the current and prospective operations of the Issuer of the securities to be sold which sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

05/30/2017

/s/ Craig G. Stilwell

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION
OR GIVING OF INSTRUCTION,

The notice shall be signed by the person for whose account the securities are to be sold. At least one

IF RELYING ON RULE 10B5-1 *copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)