

STILWELL CRAIG G  
Form 4  
February 05, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

2. Issuer Name and Ticker or Trading Symbol  
CITY HOLDING CO [CHCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
25 GATEWATER ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP Retail Banking

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CROSS LANES, WV 25313

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					1,539.8656 (1)	I	by 401(k) Plan & Trust
Common Stock	02/01/2013		M		10,000	A	\$ 33.9
Common Stock	02/01/2013		S		10,000	D	\$ 38.2005

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option to Buy	\$ 33.9	02/01/2013		M	10,000	(2) 02/24/2014	Common Stock 10,000
Stock Option to Buy	\$ 31.32					(3) 02/24/2015	Common Stock 5,000
Stock Option to Buy	\$ 36.9					12/21/2005 12/20/2015	Common Stock 5,000
Stock Option to Buy	\$ 39.34					(4) 02/27/2017	Common Stock 10,000
Stock Option to Buy	\$ 40.88					03/26/2013 03/25/2018	Common Stock 3,000
Stock Option to Buy	\$ 28.15					03/25/2014 03/24/2019	Common Stock 3,000
Stock Option to Buy	\$ 32.09					02/26/2015 02/25/2020	Common Stock 3,000
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 3,234

