

LEGGE JEFFREY DALE
Form 4
July 27, 2017

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 *
LEGGE JEFFREY DALE

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)
07/26/2017

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

SVP, CAO & CIO

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	07/26/2017		S	899 D \$ 67.5453	7,151	D	
Common Stock					7,276.4189 (1)	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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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. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 37.74					02/27/2018	02/26/2023	Common Stock	1,196
Stock Option to Buy	\$ 44.43					03/26/2018	03/25/2024	Common Stock	383 ⁽²⁾
Stock Option to Buy	\$ 44.43					03/26/2019	03/25/2024	Common Stock	383 ⁽²⁾
Stock Option to Buy	\$ 46.61					02/26/2018	02/25/2025	Common Stock	384 ⁽²⁾
Stock Option to Buy	\$ 46.61					02/26/2019	02/25/2025	Common Stock	384 ⁽²⁾
Stock Option to Buy	\$ 46.61					02/26/2020	02/25/2025	Common Stock	386 ⁽²⁾
Stock Option to Buy	\$ 43.73					02/24/2019	02/23/2026	Common Stock	755 ⁽²⁾
Stock Option to Buy	\$ 43.73					02/24/2020	02/23/2026	Common Stock	755 ⁽²⁾
Stock Option to Buy	\$ 43.73					02/24/2021	02/23/2026	Common Stock	755 ⁽²⁾
Stock Option	\$ 66.32					02/22/2020	02/21/2027	Common Stock	512 ⁽²⁾

to Buy

Stock Option \$ 66.32 to Buy	02/22/2021 02/21/2027	Common Stock	512 <u>(2)</u>
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Stock Option \$ 66.32 to Buy	02/22/2022 02/21/2027	Common Stock	512 <u>(2)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEGGE JEFFREY DALE 25 GATEWATER ROAD CROSS LANES, WV 25313	SVP, CAO & CIO

Signatures

Victoria A. Faw, Attorney-in-Fact	07/27/2017
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**Signature of Reporting Person	Date
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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 12/31/2016 plan valuation date.
- (2) 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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