

CITY HOLDING CO  
Form 8-K  
February 26, 2009

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported)  
February 25, 2009

CITY HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-11733

West Virginia	55-0619957
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

25 Gatewater Road, Cross Lanes, WV 25313  
(Address of Principal Executive Offices, Including Zip Code)

304-769-1100  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the

Exchange Act (17CFR240.13e-4(c))

## Section 5 – Corporate Governance and Management

## Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee recommended, and the Board of Directors of City Holding Company (the “Company”) approved, on February 25, 2009, the 2009 salary and 2008 bonus and incentive compensation for the Company’s executive officers, including the Company’s principal executive officer and the Company’s principal financial officer. The schedule below indicates the 2009 salary for each of the Company’s executive officers.

Name	Title	2009 Base Salary
Charles R. Hageboeck	President & CEO (Principal Executive Officer)	\$ 415,000
David L. Bumgarner	Senior Vice President, Chief Financial Officer and Principal Accounting Officer (Principal Financial Officer)	\$ 172,500
Craig G. Stilwell	Executive Vice President, Retail Banking	\$ 245,000
John A. DeRito	Executive Vice President, Commercial Banking	\$ 205,000
John W. Alderman III	Senior Vice President and Chief Corporate Counsel	\$ 173,500

The schedule set forth below indicates the 2008 bonus and incentive compensation for each of the Company’s executive officers:

Name	2008 Incentive Compensation	2008 Bonus	Total Incentive and Bonus
Charles R. Hageboeck	\$ -----	\$ -----	\$ -----
David L. Bumgarner	\$ 24,707	\$ -----	\$ 24,707
Craig G. Stilwell	\$ -----	\$ 10,000	\$ 10,000
John A. DeRito	\$ 63,531	\$ -----	\$ 63,531
John W. Alderman III	\$ 21,208	\$ -----	\$ 21,208

Section 8 – Other Events

Item 8.01 Other Events.

On February 25, 2009, the Company's Board of Directors, based upon the recommendation of its Compensation Committee, approved an award of \$16,000 of Company Common Stock, par value \$2.50, to each non-employee director of the Company on December 31, 2008. The market price on the date of grant, February 25, 2009, was \$26.62 per share.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

Dated: February 26, 2008

City Holding Company

By: /s/ David L. Bumgarner  
David L. Bumgarner  
Senior Vice President, Chief Financial Officer  
and Principal Accounting Officer  
(Principal Accounting Officer)