

CITY HOLDING CO  
Form 8-K  
May 26, 2011

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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)  
May 25, 2011

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)  
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 7 – Regulation FD

Item 7.01 Regulation FD Disclosure

On June 13, 2001, the Board of Directors of City Holding Company (the “Company”) approved a Rights Agreement, dated as of and to be effective as of June 13, 2001, between the Company and SunTrust Bank, as Rights Agent. In accordance with the Rights Agreement, the Board also declared a dividend distribution of one right for each outstanding share of common stock of the Company to shareholders of record at the close of business on July 1, 2001.

Each Right entitles the holder to purchase from the Company one one-thousandth (1/1000 th) of a share of a series of the Company's preferred stock designated as Junior Participating Cumulative Preferred Stock Series A ("Preferred Stock") at a price of \$40 per one one-thousandth (1/1000 th) of a share, subject to adjustment. Each one one-thousandth of a share of Preferred Stock is structured to be the equivalent of one share of Common Stock of the Company ("Common Stock").

The Rights Agreement will expire at 5:00 P.M. (Charleston, West Virginia time) on June 12, 2011.

On May 25, 2011, the Board of Directors of City Holding Company voted to allow the Rights Agreement to expire on June 12, 2011.

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: May 26, 2011

City Holding Company

By: /s/ David L. Bumgarner  
David L. Bumgarner  
Chief Financial Officer