

HAGEBOECK CHARLES R  
 Form 4  
 March 08, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**HAGEBOECK CHARLES R**

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

CROSS LANES, WV 25313

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

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

**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)
Common Stock	03/08/2019		M	V Amount (A) or (D) Price \$ 46.61	59,099	D	
Common Stock	03/08/2019		M	V Amount (A) or (D) Price \$ 4,373	62,759	D	
Common Stock					100	I	by son, Robert B. Hageboeck
Common Stock					100	I	by daughter, Katherine E. Hageboeck
					100	I	

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Common Stock							by daughter, Emily F. Hageboeck
Common Stock				5,650		I	by spouse, Samantha D. Hageboeck
Common Stock				1,782.709	<sup>(1)</sup>	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)

**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 (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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Common Stock	\$ 0 <sup>(2)</sup>					<sup>(3)</sup> <sup>(3)</sup>	Common Stock	1,864
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Common Stock	1,749
Stock Option to Buy	\$ 46.61	03/08/2019		M	1,978	<sup>(5)</sup> 02/25/2025	Common Stock	1,978 <sup>(6)</sup>
Stock Option to Buy	\$ 43.73	03/08/2019		M	3,660	<sup>(7)</sup> 02/23/2026	Common Stock	3,660 <sup>(6)</sup>
Stock Option to Buy	\$ 44.43					03/26/2019 03/25/2024	Common Stock	2,010 <sup>(6)</sup>
	\$ 66.32					<sup>(8)</sup> 02/21/2027		

Stock  
Option to  
Buy

Common 7,572  
Stock (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEBOECK CHARLES R 25 GATEWATER ROAD CROSS LANES, WV 25313	X		President & CEO	

## Signatures

Victoria A. Faw,  
attorney-in-fact  
03/08/2019

\_\_Signature of Reporting Person

Date

## 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 12/31/2018 plan valuation date.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- (3) One-third of these restricted stock units are scheduled to vest on each of February 27, 2020; February 27, 2021; and February 27, 2022.
- (4) One-third of these restricted stock units are scheduled to vest on each of February 28, 2019; February 28, 2020; and February 28, 2021.
- (5) Options shares will vest as follows: 1,978 shares on 2/26/2019 and 1,980 shares on 2/26/2020.
- (6) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting.
- (7) Options shares will vest as follows: 3,660 shares on each of 2/24/2019; 2/24/2020; and 2/24/2021.
- (8) Options shares will vest as follows: 2,524 shares on each of 2/22/2020; 2/22/2021; and 2/22/2022.

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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