BUMGARNER DAVID L

Form 4

February 11, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Person

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address BUMGARNER D		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		CITY HOLDING CO [CHCO]	(Check all applicable)			
(Last) (Fi	irst) (Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
25 GATEWATER	ROAD	02/07/2013	_X_ Officer (give title Other (specify below) below)			
			SVP & Chief Financial Officer			
(St	reet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
CROSS I ANES	WV 25313		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

CROSS LANES, WV 25313

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	rities Acqui	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/08/2013		M	7,283	A	\$ 32.925	16,627	D	
Common Stock	02/08/2013		S	1,898	D	\$ 38.22	14,729	D	
Common Stock	02/08/2013		S	100	D	\$ 38.24	14,629	D	
Common Stock	02/08/2013		S	2	D	\$ 38.26	14,627	D	
Common Stock	02/08/2013		S	2,578	D	\$ 38.3	12,049	D	

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Common Stock	02/08/2013	S	297	D	\$ 38.31	11,752	D	
Common Stock	02/08/2013	S	2,189	D	\$ 38.32	9,563	D	
Common Stock	02/08/2013	S	200	D	\$ 38.33	9,363	D	
Common Stock	02/08/2013	S	14	D	\$ 38.34	9,349	D	
Common Stock	02/08/2013	S	1	D	\$ 38.35	9,348	D	
Common Stock	02/08/2013	S	4	D	\$ 38.4	9,344	D	
Common Stock						115	I	by IRA
Common Stock						1,551.7496 (1)	I	by 401(k) Plan & 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)

$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option to Buy	\$ 32.925	02/08/2013		M	7,283	(2)	01/30/2015	Common Stock	7,283	\$
Stock Option to Buy	\$ 36.9					12/21/2005	12/20/2015	Common Stock	2,500	

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Stock Option to Buy	\$ 40.88	03/26/2013	03/25/2018	Common Stock	1,500
Stock Option to Buy	\$ 28.15	03/25/2014	03/24/2019	Common Stock	1,250
Stock Option to Buy	\$ 32.09	02/26/2015	02/25/2020	Common Stock	1,250
Stock Option to Buy	\$ 35.09	03/30/2016	03/29/2021	Common Stock	1,250
Stock Option to Buy	\$ 35.39	03/28/2017	03/27/2022	Common Stock	1,555

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUMGARNER DAVID L 25 GATEWATER ROAD CROSS LANES, WV 25313

SVP & Chief Financial Officer

Signatures

Victoria A. Faw, attorney-in-fact 02/11/2013

**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 as of the 12/31/2012 plan valuation date.
- Options will vest and become exerciseable in four separate installments as follows: 2,500 on 2/1/2005; 2,500 on 2/1/2006; 2,500 on 2/1/2007; and 2,500 on 2/1/2008. All options awarded pursuant to this grant have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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