

BUMGARNER DAVID L
 Form 4
 April 30, 2019

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 *
 BUMGARNER DAVID L

(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)
 04/29/2019

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)
 EVP & Chief Financial Officer

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	04/29/2019		S	1,069 D \$ 80.0194	9,936	D	
Common Stock					2,230.634 ⁽¹⁾	I	by 401(k) Plan and Trust
Common Stock					115	I	by IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 ⁽²⁾					⁽³⁾ ⁽³⁾	Common Stock	449
Restricted Stock Unit	\$ 0 ⁽²⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock	361
Stock Option to Buy	\$ 44.43					⁽⁵⁾ 03/25/2024	Common Stock	970 ⁽⁵⁾
Stock Option to Buy	\$ 46.61					⁽⁶⁾ 02/25/2025	Common Stock	683 ⁽⁶⁾
Stock Option to Buy	\$ 43.73					⁽⁷⁾ 02/23/2026	Common Stock	2,475 ⁽⁷⁾
Stock Option to Buy	\$ 66.32					⁽⁸⁾ 02/21/2027	Common Stock	1,664 ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUMGARNER DAVID L 25 GATEWATER ROAD CROSS LANES, WV 25313			EVP & Chief Financial Officer	

Signatures

Victoria A. Faw,
attorney-in-fact

04/30/2019

__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 granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares shall vest as follows: 485 shares on each of 3/26/2017, 3/26/2018 and 3/26/2019.
- (6) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares shall vest as follows: 341 shares on each of 2/26/2018 and 2/26/2019 and 342 shares on 2/26/2020.
- (7) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares shall vest as follows: 825 shares on each of 2/24/2019, 2/24/2020 and 2/24/2021.
- (8) Options shares granted from City Holding Company's 2013 Incentive Plan are subject to both time-based and performance-based vesting. Options shares shall vest as follows: 554 shares on each of 2/22/2020 and 2/22/2021 and 556 shares on 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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