

CITY HOLDING CO
Form 4
May 08, 2006

FORM 4

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

OMB APPROVAL

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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)
05/04/2006

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/04/2006		M		2,332 A \$ 13.3	26,982	D
Common Stock	05/04/2006		S		309 D \$ 37.25	26,673	D
Common Stock	05/04/2006		S		503 D \$ 37.4039	26,170	D
Common Stock	05/04/2006		S		801 D \$ 37.2688	25,369	D
Common Stock	05/05/2006		S		400 D \$ 37.33	24,969	D

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Common Stock	05/05/2006	S	100	D	\$ 37.31	24,869	D	
Common Stock	05/05/2006	S	219	D	\$ 37.3	24,650	D	
Common Stock	05/04/2006	G	200	D	\$ 0 ⁽¹⁾	8,650	I	by spouse, Samantha
Common Stock						1,196.0722 ₍₂₎	I	by 401(k) Plan & Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option to Buy	\$ 13.3	05/04/2006		M	2,332	08/08/1988 ⁽³⁾ 01/22/2012	Common Stock 2,332		
Stock Option to Buy	\$ 28					08/08/1988 ⁽³⁾ 02/25/2013	Common Stock 10,000		
Stock Option to Buy	\$ 32.925					08/08/1988 ⁽⁴⁾ 01/30/2015	Common Stock 50,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President & CEO	

HAGEBOECK CHARLES R
25 GATEWATER ROAD
CROSS LANES, WV 25313

Signatures

Victoria A. Evans,
Attorney-in-Fact

05/08/2006

__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) Shares gifted by the reporting person's spouse to a charitable gift fund at an undisclosed price.

Includes shares acquired pursuant to the Company's 401(k) Plan & Trust during the fiscal year in transactions exempt from 16b under old

(2) Rule 16a8(b). Share totals are reported as of the 12/31/2005 plan valuation date and include 50,6089 shares that were required to be disposed of in a nondiscretionary transaction by the 401(k) Plan & Trust in order to comply with the plan's ADP testing.

(3) Option awards are subject to value vesting and vest only when the stock achieves certain target thresholds.

(4) Options will vest and become exercisable in six separate installments as follows: 5,000 on 1/31/2005; 9,000 on 2/1/2006; 9,000 on 2/1/2007; 9,000 on 2/1/2008; 9,000 on 2/1/2009; and 9,000 on 2/1/2010.

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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