

CITY HOLDING CO  
Form 8-K  
July 16, 2009

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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)  
July 15, 2009

CITY HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-11733

West Virginia  
(State or Other Jurisdiction of  
Incorporation or Organization)

55-0619957  
(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(b))
- .. 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 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee recommended, and the Board of Directors of City Holding Company (the “Company”) approved, on April 29, 2009, grants of restricted stock pursuant to the City Holding Company 2003 Incentive Plan to certain of the Company’s executive officers, including the Company’s principal financial officer. The Company entered into the Restricted Stock Agreement with Mr. Bumgarner on July 15, 2009. The schedule below indicates the number of restricted shares granted for the affected executive officer:

Name	Title	Shares Granted
David L. Bumgarner	Senior Vice President & CFO	5,875

A copy of the form of Restricted Stock Award Agreement for the July 15, 2009 award is attached to this report on Form 8-K as Exhibit 10(p) and is incorporated herein by reference.

Regular vesting of shares under the Restricted Stock Award Agreements will occur as follows:

	July 15, 2016	July 15, 2017	July 15, 2018	July 15, 2019	July 15, 2020
David L. Bumgarner	500	500	1,000	1,000	2,875

The Restricted Stock Award Agreement also provides for cumulative vesting, in the event of an involuntary termination of employment following a change of control, according to the following schedule:

Cumulative Vesting					
	On or Before July 14, 2010	July 15, 2010 to July 14, 2011	July 15, 2011 to July 14, 2012	July 15, 2012 to July 14, 2013	After July 15, 2013
David L. Bumgarner	1,175	2,350	3,525	4,700	5,875

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit 10(p) Form of Restricted Stock Award Agreement

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: July 16, 2009

City Holding Company

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