UNITED STATES SECURITES 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): 10/29/2004

CITY HOLDING CO

(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-17733

(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 under the Exchange Act(17CFR240.14a-12)

[] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))

Items to be Included in this Report

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

Michael D. Dean, Chief Accounting Officer of City Holding Company ("Company"), has resigned effective October 29, 2004 to accept a position with Simpson & Osborne, A.C., a well-respected Charleston-based accounting firm. The Company has initiated a search for his replacement.

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Signature(s)

Pursuant to the Requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

CITY HOLDING CO

Date: November 01, 2004.

By: /s/ Charles R. Hageboeck

Charles R. Hageboeck Executive Vice President & Chief Financial Officer & Duly Authorized Officer