EDGAR Submission Header Summary

Submission Type	10-K
Live File	on
Return Copy	on
Submission Contact	Victoria A. Faw
Submission Contact Phone Number	304-769-1112
Exchange	NASD
Confirming Copy	off
Filer CIK	0000726854
Filer CCC	xxxxxxxx
Period of Report	12/31/08
Smaller Reporting Company	off
Shell Company	No
Voluntary Filer	No
Well-Known Seasoned Issuer	No
Notify via Filing website Only	off
Emails	vikki.faw@cityholding.com

Documents

10-K	form10-k.htm
	CHCO Form 10-K for year ended 12/31/2008
EX-13	ex-13.htm
	Exhibit 13, Portions of CHCO Annual Report to Shareholders
EX-21	ex-21.htm
	Exhibit 21, CHCO Subsidiaries
EX-23	ex-23.htm
	Exhibit 23, E&Y Consent
EX-31.a	ex31-a.htm
	Exhibit 31(a), Section 302 Certification of Charles R. Hageboeck
EX-31.b	ex31-b.htm
	Exhibit 31(b), Section 302 Certification of David L. Bumgarner
EX-32.a	ex32-a.htm
	Exhibit 32(a), Section 906 Certification of Charles R. Hageboeck
EX-32.b	ex32-b.htm
	Exhibit 32(b), Section 906 Certification of David L. Bumgarner
GRAPHIC	chcologo.jpg
	CHCO Logo
GRAPHIC	perfgraph2008.jpg
	2008 Stock Performance Graph
10-K	submissionpdf.pdf
	Printable copy of CHCO Form 10-K and exhibits for year ended 12/31/2008

Module and Segment References

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

FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2008
or
[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from __________ to __________.

Commission File Number 0-11733

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

West Virginia	**55-0619957**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
25 Gatewater Road, Cross Lanes, WV	**25313**
(Address of Principal Executive Offices)	(Zip Code)

304-769-1100
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered:
None	None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $2.50 par value
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. [ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. [ ] Yes [X] No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
[ ] Yes [X] No

As of June 30, 2008, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the shares of common stock held by non-affiliates, based upon the closing price per share of the registrant's common stock as reported on the Nasdaq National Market System, was approximately $635.9 million. (Registrant has assumed that all of its executive officers and directors are affiliates. Such assumption shall not be deemed to be conclusive for any other purpose.)

As of February 27, 2009, there were 15,933,781 shares of the Company's common stock, $2.50 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the annual report to security holders for the fiscal year ended December 31, 2008 are incorporated by reference into Part I, Item 1 and Part II, Items 6, 7, 7A, and 8. Portions of the Proxy Statement for the 2009 annual shareholders' meeting to be held on April 29, 2009 are incorporated by reference into Part III, Items 10, 11, 12, 13, and 14.

FORM 10-K INDEX

PART I

Item 1. Business

City Holding Company (the "Company") is a bank holding company headquartered in Charleston, West Virginia. The Company conducts its principal activities through its wholly-owned subsidiary, City National Bank of West Virginia ("City National"). Through its network of 69 banking offices in West Virginia (58 offices), Kentucky (8 offices), and Ohio (3 offices), City National provides credit, deposit, trust and investment management, and insurance products and services to its customers. In addition to its branch network, City National's delivery channels include ATMs, check cards, interactive voice response systems, and internet technology. City National has approximately 7% of the deposit market share in West Virginia and the Company is the third largest bank holding company headquartered in West Virginia based on deposit share. The Company's business activities are currently limited to one reportable business segment, which is community banking.

No portion of City National's deposits are derived from a single person or persons, the loss of which could have a material adverse effect on liquidity, capital, or other elements of financial performance. Although no portion of City National's loan portfolio is concentrated within a single industry or group of related industries, it historically has held residential mortgage loans as a significant portion of its loan portfolio. At December 31, 2008, 53% of the Company's loan portfolio was categorized as residential mortgage and home equity loans. However, due to the fractionated nature of residential mortgage lending, there is no concentration of credits that would be considered materially detrimental to the Company's financial position or operating results.

The Company's business is not seasonal and has no foreign sources or applications of funds. There are no anticipated material capital expenditures, or any expected material effects on earnings or the Company's competitive position as a result of compliance with federal, state and local provisions enacted or adopted relating to environmental protection.

Competition

As noted previously, the Company's principal markets are located in West Virginia. The majority of the Company's banking offices are located in the areas of Charleston, Huntington, Beckley and Martinsburg where there is a significant presence of other financial service providers. In its markets, the Company competes with national, regional, and local community banks for deposit, credit, trust and investment management, and insurance customers. In addition to traditional banking organizations, the Company competes with credit unions, finance companies, insurance companies and other financial service providers who are able to provide specialty financial services to targeted customer groups. As further discussed below, changes in laws and regulations enacted in recent years have increased the competitive environment the Company faces to retain and attract customers.

Regulation and Supervision

Overview: The Company, as a registered bank holding company, and City National, as an insured depository institution, operate in a highly regulated environment and are regularly examined by federal and state regulators. The following description briefly discusses certain provisions of federal and state laws and regulations and the potential impact of such provisions to which the Company and City National are subject. These federal and state laws and regulations are designed to reduce potential loss exposure to the depositors of such depository institutions and to the Federal Deposit Insurance Corporation's insurance fund and are not intended to protect the Company's security holders. Proposals to change the laws and regulations governing the banking industry are frequently raised in Congress, in state legislatures, and before the various bank regulatory agencies. The likelihood and timing of any changes and the impact such changes might have on the Company are impossible to determine with any certainty. A change in applicable laws or regulations, or a change in the way such laws or regulations are interpreted by regulatory agencies or courts, may have a material impact on the business, operations and earnings of the Company. To the extent that the following information describes statutory or regulatory provisions, it is qualified entirely by reference to the particular statutory or regulatory provision.

As a bank holding company registered under the Bank Holding Company Act of 1956, as amended (the "BHCA"), the Company is subject to regulation by the Federal Reserve Board. Federal banking laws require a bank holding company to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it might not do so otherwise. Additionally, the Federal Reserve Board has jurisdiction under the BHCA to approve any bank or nonbank acquisition, merger or consolidation proposed by a bank holding company. The BHCA generally limits the activities of a bank holding company and its subsidiaries to that of banking, managing or controlling banks, or any other activity that is so closely related to banking or to managing or controlling banks as to be a proper incident thereto. The BHCA also prohibits a bank holding company, with certain exceptions, from acquiring more than 5% of the voting shares of any company and from engaging in any business other than banking or managing or controlling banks. The Federal Reserve Board has by regulation determined that certain activities are closely related to banking within the meaning of the BHCA. These activities include: operating a mortgage company, finance company, credit card company or factoring company; performing certain data processing operations; providing investment and financial advice; and acting as an insurance agent for certain types of credit-related insurance.

The Gramm-Leach-Bliley Act ("Gramm-Leach") became law in November 1999. Gramm-Leach established a comprehensive framework to permit affiliations among commercial banks, investment banks, insurance companies, securities firms, and other financial service providers. Gramm-Leach permits qualifying bank holding companies to register with the Federal Reserve Board as "financial holding companies" and allows such companies to engage in a significantly broader range of financial activities than were historically permissible for bank holding companies. Although the Federal Reserve Board provides the principal regulatory supervision of financial services permitted under Gramm-Leach, the Securities and Exchange Commission and state regulators also provide substantial supervisory oversight. In addition to broadening the range of financial services a bank holding company may provide, Gramm-Leach also addressed customer privacy and information sharing issues and set forth certain customer disclosure requirements. The Company has no current plans to petition the Federal Reserve Board for consideration as a financial holding company.

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 ("Riegle-Neal") permits bank holding companies to acquire banks located in any state. Riegle-Neal also allows national banks and state banks with different home states to merge across state lines and allows branch banking across state lines, unless specifically prohibited by state laws.

The International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001 (USA "Patriot Act") was adopted in response to the September 11, 2001 terrorist attacks. The Patriot Act provides law enforcement with greater powers to investigate terrorism and prevent future terrorist acts. Among the broad-reaching provisions contained in the Patriot Act are several designed to deter terrorists' ability to launder money in the United States and provide law enforcement with additional powers to investigate how terrorists and terrorist organizations are financed. The Patriot Act creates additional requirements for banks, which were already subject to similar regulations. The Patriot Act authorizes the Secretary of Treasury to require financial institutions to take certain "special measures" when the Secretary suspects that certain transactions or accounts are related to money laundering. These special measures may be ordered when the Secretary suspects that a jurisdiction outside of the United States, a financial institution operating outside of the United States, a class of transactions involving a jurisdiction outside of the United States or certain types of accounts are of "primary money laundering concern." The special measures include the following: (a) require financial institutions to keep records and report on transactions or accounts at issue; (b) require financial institutions to obtain and retain information related to the beneficial ownership of any account opened or maintained by foreign persons; (c) require financial institutions to identify each customer who is permitted to use a payable-through or correspondent account and obtain certain information from each customer permitted to use the account; and (d) prohibit or impose conditions on the opening or maintaining of correspondent or payable-through accounts. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

Capital Adequacy: Federal banking regulations set forth capital adequacy guidelines, which are used by regulatory authorities to assess the adequacy of capital in examining and supervising a bank holding company and its insured depository institutions. The capital adequacy guidelines generally require bank holding companies to maintain total capital equal to at least 8% of total risk-adjusted assets, with at least one-half of total capital consisting of core capital (i.e., Tier I capital) and the remaining amount consisting of "other" capital-eligible items (i.e., Tier II capital), such as perpetual preferred stock, certain subordinated debt, and, subject to limitations, the allowance for loan losses. Tier I capital generally includes common stockholders' equity plus, within certain limitations, perpetual preferred stock and trust preferred securities. For purposes of computing risk-based capital ratios, bank holding companies must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items, calculated under regulatory accounting practices. The Company's and City National's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

In addition to total and Tier I capital requirements, regulatory authorities also require bank holding companies and insured depository institutions to maintain a minimum leverage capital ratio of 3%. The leverage ratio is determined as the ratio of Tier I capital to total average assets, where average assets exclude goodwill, other intangibles, and other specifically excluded assets. Regulatory authorities have stated that minimum capital ratios are adequate for those institutions that are operationally and financially sound, experiencing solid earnings, have high levels of asset quality, and are not experiencing significant growth. The guidelines also provide that banking organizations experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels. In those instances where these criteria are not evident, regulatory authorities expect, and may require, bank holding companies and insured depository institutions to maintain higher than minimum capital levels.

Additionally, federal banking laws require regulatory authorities to take "prompt corrective action" with respect to depository institutions that do not satisfy minimum capital requirements. The extent of these powers depends upon whether the institutions in question are "well capitalized", "adequately capitalized", "undercapitalized", "significantly undercapitalized" or "critically undercapitalized", as such terms are defined under uniform regulations defining such capital levels issued by each of the federal banking agencies. As an example, a depository institution that is not well capitalized is generally prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market. Additionally, a depository institution is generally prohibited from making any capital distribution (including payment of a dividend) or paying any management fee to its holding company, may be subject to asset growth limitations and may be required to submit capital restoration plans if the depository institution is considered undercapitalized. The Company's and City National's regulatory capital ratios are presented in the following table:

	December 31,	
	2008	**2007**
City Holding:		
Tier I Risk-based	14.12%	15.30%
Total	15.11	16.19
Tier I Leverage	10.31	10.79
City National:		
Tier I Risk-based	12.51%	12.53%
Total	13.51	13.42
Tier I Leverage	9.08	8.81

Dividends and Other Payments: The Company is a legal entity separate and distinct from City National. Dividends from City National are essentially the sole source of cash for the Company. The right of the Company, and shareholders of the Company, to participate in any distribution of the assets or earnings of City National through the payment of such dividends or otherwise is necessarily subject to the prior claims of creditors of City National, except to the extent that claims of the Company in its capacity as a creditor may be recognized. Moreover, there are various legal limitations applicable to the payment of dividends to the Company as well as the payment of dividends by the Company to its shareholders. Under federal law, City National may not, subject to certain limited expectations, make loans or extensions of credit to, or invest in the securities of, or take securities of the Company as collateral for loans to any borrower. City National is also subject to collateral security requirements for any loans or extensions of credit permitted by such exceptions.

City National is subject to various statutory restrictions on its ability to pay dividends to the Company. Specifically, the approval of the Office of the Comptroller of the Currency ("OCC") is required prior to the payment of dividends by City National in excess of its earnings retained in the current year plus retained net profits for the preceding two years. The payment of dividends by the Company and City National may also be limited by other factors, such as requirements to maintain adequate capital above regulatory guidelines. The OCC has the authority to prohibit any bank under its jurisdiction from engaging in an unsafe and unsound practice in conducting its business. Depending upon the financial condition of City National, the payment of dividends could be deemed to constitute such an unsafe or unsound practice. The Federal Reserve Board and the OCC have indicated their view that it generally would be an unsafe and unsound practice to pay dividends except out of current operating earnings. The Federal Reserve Board has stated that, as a matter of prudent banking, a bank or bank holding company should not maintain its existing rate of cash dividends on common stock unless (1) the organization's net income available to common shareholders over the past year has been sufficient to fund fully the dividends and (2) the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality, and overall financial condition. Moreover, the Federal Reserve Board has indicated that bank holding companies should serve as a source of managerial and financial strength to their subsidiary banks. Accordingly, the Federal Reserve Board has stated that a bank holding company should not maintain a level of cash dividends to its shareholders that places undue pressure on the capital of bank subsidiaries, or that can be funded only through additional borrowings or other arrangements that may undermine the bank holding company's ability to serve as a source of strength.

During 2007 and 2008 combined, City National received regulatory approval and paid $88.6 million of cash dividends to the Parent Company, while generating net profits of $78.1 million. Therefore, City National will be required to obtain regulatory approval prior to declaring any cash dividends to the Parent Company during 2009. Although regulatory authorities have approved prior cash dividends, there can be no assurance that future dividend requests will be approved.

During 2008, the Company used cash obtained from these dividends primarily to: (1) pay common dividends to shareholders, (2) remit interest payments on the Company's junior subordinated debentures, and (3) fund repurchases of the Company's common shares. Management believes that the Company's available cash balance, together with cash dividends from City National, is adequate to satisfy its funding and cash needs in 2009.

Governmental Policies

The Federal Reserve Board regulates money and credit and interest rates in order to influence general economic conditions. These policies have a significant influence on overall growth and distribution of bank loans, investments and deposits and affect interest rates charged on loans or paid for time and savings deposits. Federal Reserve monetary policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future.

Emergency Economic Stabilization Act

In response to the financial crisis affecting the banking system and financial markets, the Emergency Economic Stabilization Act ("EESA") was signed into law on October 3, 2008, and established the Troubled Asset Relief Program ("TARP"). As part of TARP, the U.S. Treasury established the Capital Purchase Program ("CPP") to provide up to $700 billion of funding to eligible financial institutions through the purchase of capital stock and other financial instruments for the purpose of stabilizing and providing liquidity to the U.S. financial markets. Due to its strong capital position, the Company elected not to apply for participation in TARP. In connection with EESA, there have been numerous actions by the Federal Reserve Board, Congress, the U.S. Treasury, the FDIC, the SEC and others to further the economic and banking industry stabilization efforts under EESA. It remains unclear at this time what further legislative and regulatory measures will be implemented under EESA affecting the Company.

American Recovery and Reinvestment Act of 2009

On February 17, 2009 President Obama signed into law the American Recovery and Reinvestment Act of 2009 ("ARRA"), more commonly known as the economic stimulus or economic recovery package. ARRA includes a wide variety of programs intended to stimulate the economy and provide for extensive infrastructure, energy, health, and education needs. In addition, ARRA imposes certain new executive compensation and corporate expenditure limits on all current and future TARP recipients that are in addition to those previously announced by the U.S. Treasury, until the institution has repaid the U.S. Treasury, which is now permitted under ARRA without penalty and without the need to raise new capital, subject to the U.S. Treasury's consultation with the recipient's appropriate regulatory agency.

Future Legislation

Various other legislative and regulatory initiatives, including proposals to overhaul the banking regulatory system and to limit the investments that a depository institution may make with insured funds, are from time to time introduced in Congress and state legislatures, as well as regulatory agencies. Such legislation may change banking statutes and the operating environment of the Company and its subsidiaries in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending upon whether any of this potential legislation will be enacted, and if enacted, the effect that it or any implementing regulations, would have on the financial condition or results of operations of the Company or any of its subsidiaries. With the recent enactments of EESA and ARRA, the nature and extent of future legislative and regulatory changes affecting financial institutions is very unpredictable at this time. The Company cannot determine the ultimate effect that such potential legislation, if enacted, would have upon its financial condition or operations.

Executive Officers of the Registrant

At December 31, 2008, the executive officers of the Company were as follows:

Name	Age	Business Experience
Charles R. Hageboeck	46	President and Chief Executive Officer, City Holding Company and City National Bank, Charleston, WV since February 1, 2005. Executive Vice President and Chief Financial Officer, City Holding Company and City National Bank, Charleston, WV from June 2001 – January 31, 2005.
Craig G. Stilwell	53	Executive Vice President of Retail Banking, City Holding Company and City National Bank, Charleston, WV since February 2005. Executive Vice President of Marketing & Human Resources, City Holding Company and City National Bank, Charleston, WV from May 2001 – February 2005.
John A. DeRito	59	Executive Vice President of Commercial Banking, City Holding Company and City National Bank, Charleston, WV since June 25, 2004. Regional Credit Officer for the West Virginia Central Region of BB&T, Charleston, WV from November 2000 – June 2004. Senior Vice President and Credit Officer, One Valley Bank, Charleston, WV from November 1983 – November 2000.
John W. Alderman, III	44	Senior Vice President and Chief Legal Counsel, City Holding Company and City National Bank since April 1997.
David L. Bumgarner	43	Senior Vice President and Chief Financial Officer, City Holding Company and City National Bank since February 2005. Audit Senior Manager, Arnett & Foster, PLLC from August 2000 – January 2005.

Employees

The Company had 811 full-time equivalent employees at December 31, 2008.

Available Information

The Company's Internet website address is www.cityholding.com. The Company makes available free of charge through its website its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission. The information on the Company's website is not, and shall not be deemed to be, a part of this report or incorporated into any other filing with the Securities and Exchange Commission. Copies of the Company's annual report will be made available, free of charge, upon written request.

Statistical Information

The information noted below is provided pursuant to Guide 3 -- Statistical Disclosure by Bank Holding Companies. Page references are to the Annual Report to Shareholders for the year ended December 31, 2008 and such pages have been filed as an exhibit to this Form 10-K and are incorporated herein by reference.

Description of Information			Page Reference
1.	**Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential**		
	a.	Average Balance Sheets	5
	b.	Analysis of Net Interest Earnings	6-7
	c.	Rate Volume Analysis of Changes in Interest Income and Expense	7
2.	**Investment Portfolio**		
	a.	Book Value of Investments	13
	b.	Maturity Schedule of Investments	13
	c.	Securities of Issuers Exceeding 10% of Stockholders' Equity	13
3.	**Loan Portfolio**		
	a.	Types of Loans	14
	b.	Maturities and Sensitivity to Changes in Interest Rates	14
	c.	Risk Elements	17
	d.	Other Interest Bearing Assets	N/A
4.	**Summary of Loan Loss Experience**		17
5.	**Deposits**		
	a.	Breakdown of Deposits by Categories, Average Balance And Average Rate Paid	5
	b.	Maturity Schedule of Time Certificates of Deposit and Other Time Deposits of $100,000 or More	20
6.	**Return on Equity and Assets**		4
7.	**Short-term Borrowings**		20

Item 1A. Risk Factors

An investment in the Company's common stock is subject to risks inherent to the Company's business. The material risks and uncertainties that management believes affect the Company are described below. The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair the Company's business operations. You should carefully consider the risks described below, as well as the other information included or incorporated by reference in this Annual Report on Form 10-K, before making an investment in the Company's common stock. If any of the following risks occur, the Company's financial condition and results of operations could be materially and adversely affected, and you could lose all or part of your investment.

The Company's Business May be Adversely Affected by Conditions in the Financial Markets and Economic Conditions Generally

Since December 2007, the United States has been in a recession. Business activity across a wide range of industries and regions is greatly reduced and local governments and many businesses are in serious difficulty due to the lack of consumer spending and the lack of liquidity in the credit markets. Unemployment has increased significantly.

Since mid-2007, and particularly during the second half of 2008, the financial services industry and the securities markets generally were materially and adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. This was initially triggered by declines in home prices and the values of subprime mortgages, but spread to all mortgage and real estate asset classes, to leverage bank loans and to nearly all asset classes, including equities. The global markets have been characterized by substantially increased volatility and short-selling and an overall loss of investor confidence, initially in financial institutions, but more recently in companies in a number of other industries and in the broader markets.

Market conditions have also led to the failure or merger of a number of prominent financial institutions. Financial institution failures or near-failures have resulted in further losses as a consequence of defaults on securities issued by them and defaults under contracts entered into with such entities as counterparties. Furthermore, declining asset values, defaults on mortgages and consumer loans, and the lack of market and investor confidence, as well as other factors, have all combined to increase credit default swap spreads, to cause rating agencies to lower credit ratings, and to otherwise increase the cost and decrease the availability of liquidity, despite very significant declines in Federal Reserve borrowing rates and other government actions. Some banks and other lenders have suffered significant losses and have become reluctant to lend, even on a secured basis, due to the increased risk of default and the impact of declining asset values on the value of collateral. The foregoing has significantly weakened the strength and liquidity of some financial institutions worldwide. In 2008, the U.S. government, the Federal Reserve and other regulators have taken numerous steps to increase liquidity and to restore investor confidence, including investing approximately $200 billion in the equity of other banking organizations, but asset values have continued to decline and access to liquidity continues to be very limited.

The Company's financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon on the business environment in the markets where the Company operates, in the States of West Virginia, Kentucky, and Ohio, and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, efficient capital markets, low inflation, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by: declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; natural disasters; or a combination of these or other factors.

Overall, during 2008, the business environment has been adverse for many households and businesses in the United States and worldwide. The business environments in West Virginia, Kentucky, and Ohio, and the markets in which the Company operates have been less adverse than in the United States generally but continue to deteriorate. It is expected that the business environment in the States of West Virginia, Kentucky, and Ohio, the United States and worldwide will continue to deteriorate for the foreseeable future. There can be no assurance that these conditions will improve in the near term. Such conditions could adversely affect the credit quality of the Company's loans, results of operations and financial condition.

The Value of the Company's Common Stock May Fluctuate

The market for the Company's common stock may experience significant price and volume fluctuations in response to a number of factors including actual or anticipated quarterly variations in operating results, changes in expectations of future financial performance, changes in estimates by securities analysts, governmental regulatory action, banking industry reform measures, customer relationship developments and other factors, many of which will be beyond the Company's control.

Furthermore, the stock market in general, and the market for financial institutions in particular, have experienced extreme volatility that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of the Company's common stock, regardless of actual operating performance.

The Trading Volume In The Company's Common Stock Is Less Than That Of Other Larger Financial Services Companies

Although the Company's common stock is listed for trading on the Nasdaq Stock Market, Inc. (NASDAQ), the trading volume in its common stock is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of the Company's common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Company has no control. Given the lower trading volume of the Company's common stock, significant sales of the Company's common stock, or the expectation of these sales, could cause the Company's stock price to fall.

Future Sales of Shares of the Company's Common Stock Could Negatively Affect its Market Price

Future sales of substantial amounts of the Company's common stock, or the perception that such sales could occur, could adversely affect the market price of the Company's common stock in the open market. We make no prediction as to the effect, if any, that future sales of shares, or the availability of shares for future sale, will have on the market price of the Company's common stock.

Shares of the Company's Common Stock Are Not FDIC Insured

Neither the Federal Deposit Insurance Corporation nor any other governmental agency insures the shares of the Company's common stock. Therefore, the value of your shares in the Company will be based on their market value and may decline.

Anti-takeover Defenses May Delay or Prevent Future Mergers

The Company has entered into a Rights Agreement with SunTrust, as its rights agent, designed to discourage the accumulation of shares in excess of 15% of the Company's outstanding shares. This agreement could limit the price that some investors might be willing to pay in the future for shares of the Company's common stock and may have the effect of delaying or preventing a change in control.

The Company's Ability To Pay Dividends Is Limited

Holders of shares of the Company's common stock are entitled to dividends if, and when, they are declared by the Company's Board of Directors out of funds legally available for that purpose. Although the Board of Directors has declared cash dividends in the past, the current ability to pay dividends is largely dependent upon the receipt of dividends from City National. Federal and state laws impose restrictions on the ability of City National to pay dividends. Additional restrictions are placed upon the Company by the policies of federal regulators, including the Federal Reserve Board's November 14, 1985 policy statement, which provides that bank holding companies should pay dividends only out of the past year's net income, and then only if their prospective rate of earnings retention appears consistent with their capital needs, asset quality, and overall financial condition. In general, future dividend policy is subject to the discretion of the Board of Directors and will depend upon a number of factors, including the Company's and City National's future earnings, capital requirements, regulatory constraints and financial condition.

An Economic Slowdown in West Virginia, Kentucky, and Ohio Could Hurt Our Business

Because the Company focuses its business in West Virginia, Kentucky, and Ohio, an economic slowdown in these states could hurt our business. An economic slowdown could have the following consequences:

- Loan delinquencies may increase;
- Problem assets and foreclosures may increase;
- Demand for the products and services of City National may decline; and
- Collateral (including real estate) for loans made by City National may decline in value, in turn reducing customers' borrowing power, and making existing loans less secure.

The Company and City National are Extensively Regulated

The operations of the Company and City National are subject to extensive regulation by federal, state and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on them. Policies adopted or required by these governmental authorities can affect the Company's business operations and the availability, growth and distribution of the Company's investments, borrowings and deposits. In addition, the Office of the Comptroller of the Currency periodically conducts examinations of the Company and City National and may impose various requirements or sanctions.

Proposals to change the laws governing financial institutions are frequently raised in Congress and before bank regulatory authorities. Changes in applicable laws or policies could materially affect the Company's business, and the likelihood of any major changes in the future and their effects are impossible to determine. Moreover, it is impossible to predict the ultimate form any proposed legislation might take or how it might affect the Company.

The Company is Subject to Interest Rate Risk

The Company's earnings and cash flows are largely dependent upon its net interest income. Net interest income is the difference between interest income earned on interest-earning assets such as loans and securities and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond the Company's control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, could influence not only the interest the Company receives on loans and securities and the amount of interest it pays on deposits and borrowings, but such changes could also affect (i) the Company's ability to originate loans and obtain deposits, (ii) the fair value of the Company's financial assets and liabilities, and (iii) the average duration of the Company's mortgage-backed securities portfolio. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, the Company's net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings.

Although management believes it has implemented effective asset and liability management strategies, including the use of derivatives as hedging instruments, to reduce the potential effects of changes in interest rates on the Company's results of operations, any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on the Company's financial condition and results of operations. See the section captioned "Risk Management" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to the Company's management of interest rate risk.

The Company's Allowance for Loan Losses May Not Be Sufficient

The Company maintains an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense that represents management's best estimate of probable losses in the existing portfolio of loans. The allowance, in the judgment of management, is necessary to provide for estimated loan losses and risks inherent in the loan portfolio. The level of the allowance reflects management's continuing evaluation of industry concentrations; specific credit risks; loan loss experience; current loan portfolio quality; present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires the Company to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of the Company's control, may require an increase in the allowance for loan losses. In addition, bank regulatory agencies periodically review the Company's allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for loan losses, the Company will need additional provisions to increase the allowance for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on the Company's financial condition and results of operations.

Management evaluates the adequacy of the allowance for loan losses at least quarterly, which includes testing certain individual loans as well as collective pools of loans for impairment. This evaluation includes an assessment of actual loss experience within each category of the portfolio, individual commercial and commercial real estate loans that exhibit credit weakness; current economic events, including employment statistics, trends in bankruptcy filings, and other pertinent factors; industry or geographic concentrations, and regulatory guidance. See the section captioned "Allowance and Provision for Loan Losses" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to the Company's process for determining the appropriate level of the allowance for loan losses.

Customers May Default On the Repayment Of Loans

City National's customers may default on the repayment of loans, which may negatively impact the Company's earnings due to loss of principal and interest income. Increased operating expenses may result from the allocation of management time and resources to the collection and work-out of the loan. Collection efforts may or may not be successful causing the Company to write off the loan or repossess the collateral securing the loan, which may or may not exceed the balance of the loan.

Previously Securitized Loans May Become Impaired

City National's previously securitized loans may become impaired, requiring an impairment charge to be recognized through the Company's provision for loan losses. The Company accounts for the previously securitized loans by accreting into income the discount on these loans based on their estimated collectibility. This requires the Company to make estimates for prepayments and defaults on previously securitized loans. Should any of the actual prepayments or defaults adversely impact collectibility of these loans, the Company would be required to take an impairment charge on the previously securitized loans. See the section captioned "Previously Securitized Loans" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to the Company's process for determining the appropriate valuation of the Company's previously securitized loans.

Due To Increased Competition, the Company May Not Be Able To Attract and Retain Banking Customers At Current Levels

The Company faces competition from the following:

- local, regional and national banks;
- savings and loans;
- internet banks;
- credit unions;
- finance companies; and
- brokerage firms serving the Company's market areas.

In particular, City National's competitors include several major national financial and banking companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and mount extensive promotional and advertising campaigns. Additionally, banks and other financial institutions may have products and services not offered by the Company, which may cause current and potential customers to choose those institutions. Areas of competition include interest rates for loans and deposits, efforts to obtain deposits and range and quality of services provided. If the Company is unable to attract new and retain current customers, loan and deposit growth could decrease causing the Company's results of operations and financial condition to be negatively impacted.

The Company May Be Required To Write Down Goodwill And Other Intangible Assets, Causing Its Financial Condition And Results To Be Negatively Affected

When the Company acquires a business, a portion of the purchase price of the acquisition is allocated to goodwill and other identifiable intangible assets. The excess of the purchase price over the fair value of the net identifiable tangible and intangible assets acquired determines the amount of the purchase price that is allocated to goodwill acquired. At December 31, 2008, the Company's goodwill and other identifiable intangible assets were approximately $58.2 million. Under current accounting standards, if the Company determines goodwill or intangible assets are impaired, it would be required to write down the value of these assets. The Company conducts an annual review to determine whether goodwill and other identifiable intangible assets are impaired. The Company recently completed such an impairment analysis and concluded that no impairment charge was necessary for the year ended December 31, 2008. The Company cannot provide assurance whether it will be required to take an impairment charge in the future. Any impairment charge would have a negative effect on its shareholders' equity and financial results and may cause a decline in our stock price.

Acquisition Opportunities May Present Challenges

The Company continually evaluates opportunities to acquire other businesses. However, the Company may not have the opportunity to make suitable acquisitions on favorable terms in the future, which could negatively impact the growth of its business. The Company expects that other banking and financial companies, many of which have significantly greater resources, will compete with it to acquire compatible businesses. This competition could increase prices for acquisitions that the Company would likely pursue, and its competitors may have greater resources than it does. Also, acquisitions of regulated businesses such as banks are subject to various regulatory approvals. If the Company fails to receive the appropriate regulatory approvals, it will not be able to consummate an acquisition that it believes is in its best interests.

Any future acquisitions may result in unforeseen difficulties, which could require significant time and attention from our management that would otherwise be directed at developing our existing business. In addition, we could discover undisclosed liabilities resulting from any acquisitions for which we may become responsible. Further, the benefits that we anticipate from these acquisitions may not develop.

The Company's Controls and Procedures May Fail or Be Circumvented

Management regularly reviews and updates the Company's internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, no matter how well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company May Not Be Able To Attract and Retain Skilled People

The Company's success depends, in large part, on its ability to attract and retain key people. Competition for the best people in most activities engaged in by the Company can be intense and the Company may not be able to hire people or to retain them. The unexpected loss of services of one or more of the Company's key personnel could have a material adverse impact on the Company's business because of their skills, knowledge of the Company's market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

City National owns the Company's executive offices, located at 25 Gatewater Road, Charleston, West Virginia. City National operates 69 branch offices, with 58 offices in West Virginia, eight in Kentucky, and three offices in Ohio. The West Virginia locations are primarily centered in the Charleston, Huntington, Beckley, and Martinsburg markets. City National owns 50 locations and leases 19 locations, pursuant to operating leases. All of the properties are suitable and adequate for their current operations and are generally being fully utilized.

City National also owns a thirty thousand square foot office building in an unincorporated area approximately fifteen miles west of Charleston, West Virginia. This facility formerly housed loan operations personnel, but has since been vacated by the Company. The building is currently being leased to a third party.

Item 3. Legal Proceedings

The Company is engaged in various legal actions that it deems to be in the ordinary course of business. As these legal actions are resolved, the Company could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately decided. There can be no assurance that current actions will have immaterial results, either positive or negative, or that no material actions may be presented in the future.

Item 4. Submission of Matters to a Vote of Security Holders

None

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Common Stock Market and Dividends

The Company's common stock trades on the NASDAQ stock market under the symbol CHCO. This table sets forth the cash dividends paid per share and information regarding the market prices per share of the Company's common stock for the periods indicated. The price ranges are based on transactions as reported on the NASDAQ stock market. At December 31, 2008, there were 3,148 shareholders of record.

	Cash Dividends Per Share	Market Value Low	Market Value High
2008			
Fourth Quarter	**$ 0.34**	**$ 29.08**	**$ 42.88**
Third Quarter	**0.34**	**35.74**	**47.28**
Second Quarter	**0.34**	**37.29**	**44.15**
First Quarter	**0.34**	**32.51**	**41.37**
2007			
Fourth Quarter	$ 0.31	$ 33.41	$ 39.15
Third Quarter	0.31	31.16	39.59
Second Quarter	0.31	37.67	40.93
First Quarter	0.31	38.04	41.54

As noted in the section captioned Dividends and Other Payments included in Item 1. Business, the section captioned Liquidity included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and in Note Eighteen of Notes to Consolidated Financial Statements, the Company's ability to pay dividends to its shareholders is dependent upon the ability of City National to pay dividends to City Holding ("Parent Company").

Stock Repurchase Plan

The following table sets forth information regarding the Company's common stock repurchases transacted during the quarter:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs **(a)**	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 – October 31, 2008	42,609	$ 36.39	42,609	799,991
November 1 – November 30, 2008	164,200	$ 35.30	164,200	635,791
December 1 - December 31, 2008	93,303	$ 34.25	93,303	542,488

(a) In August 2007, the Company announced that the Board of Directors had authorized the Company to buy back up to 1,000,000 shares of its common stock, in open market transactions at prices that are accretive to continuing shareholders. No timetable was placed on the duration of this share repurchase program.

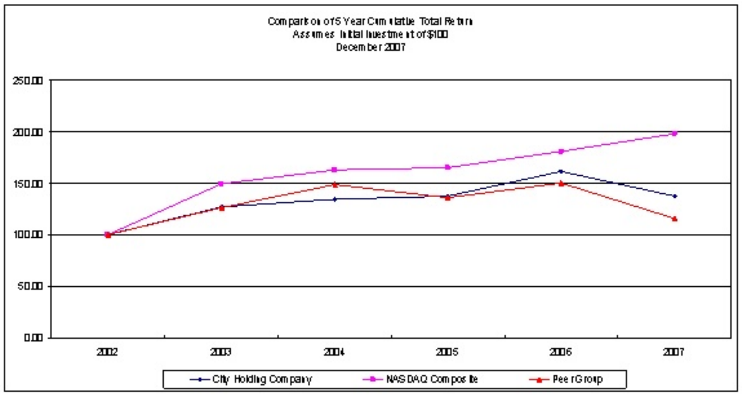
Stock-Based Compensation Plan

Information regarding stock-based compensation awards outstanding and available for future grants as of December 31, 2008, segregated between stock-based compensation plans approved by shareholders and stock-based compensation plans not approved by shareholders, is presented in the table below. Additional information regarding stock-based compensation plans is presented in Note Fourteen Employee Benefit Plans of Notes to Consolidated Financial Statements.

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Awards (a)	Weighted-average exercise price of outstanding awards (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Plans approved by shareholders	305,909	$ 32.05	666,900
Plans not approved by shareholders	-	-	-
Total	305,909	$ 32.05	666,900

Stock Performance

The following graph sets forth the cumulative total shareholder return (assuming reinvestment of dividends) to the Company’s shareholders during the five-year period ended December 31, 2008, as well as an overall stock market index (The Nasdaq Stock Market Index) and the Company’s Peer Group. The Peer Group consists of certain publicly-traded banking institutions over $1 billion but less than $8 billion in assets located in West Virginia and adjoining states. The trading symbols for such financial institutions include: FCBC, SASR, CTBI, NPBC, UBSH, WSBC, STEL, HNBC, PRK, RBCAA, PEBO, STBA, UBSI, FFBC, UVSP, FNB, NBTB, FCF, CBU, and FPFC. The stock performance shown on the graph below is not necessarily indicative of future price performance.



This graph shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless the Company specifically incorporates this report by reference. It will not be otherwise filed under such Acts.

Item 6. Selected Financial Data

Selected Financial Data on page 1 of the Annual Report to Shareholders of City Holding Company for the year ended December 31, 2008, included in this report as Exhibit 13, is incorporated herein by reference.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 2 through 22 of the Annual Report to Shareholders of City Holding Company for the year ended December 31, 2008, included in this report as Exhibit 13, is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information appearing under the caption “Risk Management” appearing on pages 10-11 of the Annual Report to Shareholders of City Holding Company for the year ended December 31, 2008, included in this report as Exhibit 13, is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements, notes to consolidated financial statements, reports of management and the independent registered public accounting firm included on pages 23 through 53 of the Annual Report to Shareholders of City Holding Company for the year ended December 31, 2008, included in this report as Exhibit 13, are incorporated herein by reference.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Pursuant to Rule 13a-15b under the Securities Exchange Act of 1934, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in the Company's periodic Securities and Exchange Commission filings.

(a) Management's annual report on internal control over financial reporting appears on page 23 of the Annual Report to Shareholders of City Holding Company for the year ended December 31, 2008, included in this report as Exhibit 13, is incorporated herein by reference.

(b) The Company did not have any changes in internal control over financial reporting during its fourth quarter for the year ending December 31, 2008, that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

The Report of Management on Internal Control Over Financial Reporting is included in Item 8. of this Annual Report on Form 10-K.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Certain information regarding executive officers is included under the section captioned "Executive Officers of The Registrant" in Part I, Item 1, elsewhere in this Annual Report on Form 10-K. Other information required by this Item appears under the captions "ELECTION OF DIRECTORS", "ADDITIONAL INFORMATION CONCERNING THE BOARD OF DIRECTORS", "REPORT OF THE AUDIT COMMITTEE", "SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE" in the Company's 2009 Proxy Statement that will be filed within 120 days of fiscal year end and is hereby incorporated by reference.

The Company has adopted a Code of Ethics that applies to the Company's chief executive officer, chief financial officer, chief accounting officer, and all directors, officers and employees of the Company and has posted such Code of Ethics on its website at www.cityholding.com under the "Corporate Governance" link. A copy of the Company's Code of Ethics covering all employees will be mailed without charge upon request to Investor Relations, City Holding Company, 25 Gatewater Road, P. O. Box 7520, Charleston, WV 25356-0520. Any amendments to or waivers from any provision of the Code of Ethics applicable to the Company's chief executive officer, chief financial officer, or chief accounting officer will be disclosed by timely posting such information on the Company's internet website.

Item 11. Executive Compensation

The information required by Item 11 of FORM 10-K appears under the captions "COMPENSATION OF DIRECTORS", “COMPENSATION DISCUSSION AND ANALYSIS”, “ANNUAL COMPENSATION”, “EQUITY HOLDINGS”, “POST-EMPLOYMENT PAYMENTS”, and “BOARD COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION” in the Company's 2009 Proxy Statement that will be filed within 120 days of fiscal year end and is hereby incorporated by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 of FORM 10-K appears under the caption "COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" in the Company's 2009 Proxy Statement that will be filed within 120 days of fiscal year end and is hereby incorporated by reference.

Item 13. Certain Relationships and Related Transactions, Director Independence

The information required by Item 13 of FORM 10-K appears under the caption "CERTAIN TRANSACTIONS INVOLVING DIRECTORS AND EXECUTIVE OFFICERS" in the Company's 2009 Proxy Statement that will be filed within 120 days of fiscal year end and is hereby incorporated by reference.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 of FORM 10-K appears under the caption "PRINCIPAL ACCOUNTING FEES AND SERVICES" in the Company's 2009 Proxy Statement that will be filed within 120 days of fiscal year end and is hereby incorporated by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)	(1)	Financial Statements. Reference is made to Part II, Item 8, of this Annual Report on Form 10-K.
	(2)	Financial Statement Schedules. These schedules are omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.
	(3)	Exhibits. The exhibits listed in the "Exhibit Index" on pages 24-26 of this Annual Report on Form 10-K included herein are filed herewith or incorporated by reference from previous filings.
(b)	See (a) (3) above.	
(c)	See (a) (1) and (2) above.	

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 25, 2009

City Holding Company
(Registrant)

/s/ Charles R. Hageboeck
Charles R. Hageboeck
President and Chief Executive Officer
(Principal Executive Officer)

/s/ David L. Bumgarner
David L. Bumgarner
Senior Vice President, Chief Financial Officer and Principal Accounting Officer
(Principal Financial Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on February 25, 2009. Each of the directors and/or officers of City Holding Company whose signature appears below hereby appoints Philip L. McLaughlin, and/or Charles R. Hageboeck, as his attorney-in-fact to sign in his name and behalf, in any and all capacities stated below and to file with the Securities and Exchange Commission, any and all amendments to this report on Form 10-K, making such changes in this report on Form 10-K as appropriate, and generally to do all such things in their behalf in their capacities as officers and directors to enable City Holding Company to comply with the provisions of the Securities Exchange Act of 1934, and all requirements of the Securities and Exchange Commission.

/s/ Philip L. McLaughlin
Philip L. McLaughlin
Chairman

/s/ David W. Hambrick
David W. Hambrick
Director

/s/ Hugh R. Clonch
Hugh R. Clonch
Director

/s/ Charles R. Hageboeck
Charles R. Hageboeck
Director, President, and Chief Executive Officer

/s/ Oshel B. Craigo
Oshel B. Craigo
Director

/s/ Tracy W. Hylton, II
Tracy W. Hylton, II
Director

/s/ John R Elliot	/s/ C. Dallas Kayser
John R Elliot	C. Dallas Kayser
Director	Director
/s/ William H. File, III	/s/ James L. Rossi
William H. File, III	James L. Rossi
Director	Director
/s/ Robert D. Fisher	/s/ Sharon H. Rowe
Robert D. Fisher	Sharon H. Rowe
Director	Director
/s/ Jay C. Goldman	/s/ Mary H. Williams
Jay C. Goldman	Mary H. Williams
Director	Director

EXHIBIT INDEX

The following exhibits are filed herewith or are incorporated herein by reference.

Exhibit	Description
3(a)	**Articles of Incorporation of City Holding Company** (attached to, and incorporated by reference from, Amendment No. 1 to City Holding Company's Registration Statement on Form S-4, Registration No. 2-86250, filed November 4, 1983 with the Securities and Exchange Commission).
3(b)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated March 6, 1984 (attached to, and incorporated by reference from, City Holding Company's Form 8-K Report dated March 7, 1984, and filed with the Securities and Exchange Commission on March 22, 1984).
3(c)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated March 4, 1986 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1986, filed March 31, 1987 with the Securities and Exchange Commission).
3(d)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated September 29, 1987 (attached to and incorporated by reference from, City Holding Company's Registration Statement on Form S-4, Registration No. 33-23295, filed with the Securities and Exchange Commission on August 3, 1988).
3(e)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated May 6, 1991 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1991, filed March 17, 1992 with the Securities and Exchange Commission).
3(f)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated May 7, 1991 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1991, filed March 17, 1992 with the Securities and Exchange Commission).
3(g)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated August 1, 1994 (attached to, and incorporated by reference from, City Holding Company's Form 10-Q Quarterly Report for the quarter ended September 30, 1994, filed November 14, 1994 with the Securities and Exchange Commission).
3(h)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated December 9, 1998 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1998, filed March 31, 1999 with the Securities and Exchange Commission).
3(i)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated June 13, 2001 (attached to, and incorporated by reference from, City Holding Company's Registration Statement on Form 8-A, filed June 22, 2001 with the Securities and Exchange Commission).
3(j)	**Articles of Amendment to the Articles of Incorporation of City Holding Company**, dated May 10, 2006 (attached to, and incorporated by reference from, City Holding Company's Form 10-Q, Quarterly Report for the quarter ended June 30, 2006, filed August 9, 2006 with the Securities and Exchange Commission).
3(k)	**Amended and Restated Bylaws of City Holding Company**, revised February 28, 2007 (attached to, and incorporated by reference from, City Holding Company's Current Report on Form 8-K filed March 1, 2007 with the Securities and Exchange Commission).
4(a)	**Rights Agreement**, dated as of June 13, 2001 (the "Rights Agreement"), between City Holding Company and SunTrust Bank, as Rights Agent (attached to, and incorporated by reference from, City Holding Company's Registration Statement on Form 8-A, filed June 22, 2001 with the Securities and Exchange Commission).

4(b) **Amendment No. 1 to the Rights Agreement** dated as of November 30, 2005 (attached to, and incorporated by reference from City Holding Company's Amendment No. 1 on Form 8-A, filed December 21, 2005, with the Securities and Exchange Commission).

10(a) **Directors' Deferred Compensation Plan for the Directors of the Bank of Raleigh**, dated January 1987 (attached to and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 2004, filed March 2, 2005 with the Securities and Exchange Commission).

10(b) **Form of Deferred Compensation Agreement for the Directors of the National Bank of Summers**, dated January 15, 1987 (attached to and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 2004, filed March 2, 2005 with the Securities and Exchange Commission).

10(c) **City Holding Company's 1993 Stock Incentive Plan** (attached to, and incorporated by reference from, Exhibit 4.1 to City Holding Company's Registration Statement on Form S-8, Registration No. 333-87667, filed with the Securities and Exchange Commission on September 23, 1999).

10(d) **Amendment No. 1 to City Holding Company's 1993 Stock Incentive Plan** (attached to, and incorporated by reference from, Exhibit 4.2 to City Holding Company's Registration Statement on Form S-8, Registration No. 333-87667, filed with the Securities and Exchange Commission on September 23, 1999).

10(e) **Amendment No. 2 to City Holding Company's 1993 Stock Incentive Plan** (attached to, and incorporated by reference from, City Holding Company's Form 10-Q Quarterly Report for the quarter ended June 30, 2002, filed August 14, 2002 with the Securities and Exchange Commission).

10(f) **City Holding Company's 2003 Incentive Plan** (attached to, and incorporated by reference from, City Holding Company's Definitive Proxy Statement, filed March 21, 2003 with the Securities and Exchange Commission).

10(g) **Form of Amended and Restated Employment Agreement**, dated as of November 18, 2003, by and between City Holding Company and Gerald R. Francis (attached to and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 2003, filed March 11, 2004 with the Securities and Exchange Commission).

10(h) **Form of Employment Agreement**, dated as of July 25, 2007, by and between City Holding Company and Charles R. Hageboeck (attached to, and incorporated by reference from, City Holding Company's Current Report on Form 8-K, filed July 31, 2007 with the Securities and Exchange Commission).

10(i) **Form of Employment Agreement**, dated as of July 25, 2007, by and between City Holding Company and Craig G. Stilwell (attached to, and incorporated by reference from, City Holding Company's Current Report on Form 8-K, filed July 31, 2007 with the Securities and Exchange Commission).

10(j) **Form of Employment Agreement**, dated July 25, 2007, by and between City Holding Company and John W. Alderman, III (attached to, and incorporated by reference from, City Holding Company's Current Report on Form 8-K, filed August 1, 2007 with the Securities and Exchange Commission).

10(k)	**Form of Change of Control Agreement**, dated February 1, 2005, by and between City Holding Company and David L. Bumgarner (attached to and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 2004, filed March 2, 2005 with the Securities and Exchange Commission).
10(l)	**Form of Change in Control and Termination Agreement**, dated June 28, 2004, by and between City Holding Company and John A. DeRito (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 2005, filed March 7, 2006 with the Securities and Exchange Commission).
10(m)	**Amended and Restated Declaration of Trust City Holding Capital Trust III,** dated as of March 27, 2008 (attached and incorporated by reference from, City Holding Company's Form 10Q, Quarterly Report for the period ended March 31, 2008 with the Securities and Exchange Commission).
10(n)	**Junior Subordinated Indenture,** dated as of March 27, 2008, between City Holding Company and Wells Fargo, National Association, as Trustee (attached and incorporated by reference from, City Holding Company's Form 10Q, Quarterly Report for the period ended March 31, 2008 with the Securities and Exchange Commission).
10(o)	**City Holding Company Guarantee Agreement,** dated as of March 27, 2008 (attached and incorporated by reference from, City Holding Company's Form 10Q, Quarterly Report for the period ended March 31, 2008 with the Securities and Exchange Commission).
13	Portions of City Holding Company Annual Report to Shareholders for Year Ended December 31, 2008.
21	Subsidiaries of City Holding Company
23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
24	Power of Attorney (included on the signature page hereof)
31(a)	Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Charles R. Hageboeck
31(b)	Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by David L. Bumgarner
32(a)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Charles R. Hageboeck
32(b)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by David L. Bumgarner

SELECTED FINANCIAL DATA

TABLE ONE
FIVE-YEAR FINANCIAL SUMMARY
(in thousands, except per share data)

	2008	2007	2006	2005	2004
Summary of Operations					
Total interest income	**$ 147,673**	$ 157,315	$ 156,123	$ 135,518	$ 118,881
Total interest expense	**45,918**	60,726	53,724	38,438	31,871
Net interest income	**101,755**	97,039	102,399	97,080	87,010
Provision for loan losses	**10,423**	5,350	3,801	1,400	-
Total other income	**21,936**	56,136	54,203	50,091	50,036
Total other expenses	**75,672**	71,013	71,285	69,113	66,333
Income before income taxes	**37,596**	76,812	81,516	76,658	70,713
Income tax expense	**9,487**	25,786	28,329	26,370	24,369
Net income	**28,109**	51,026	53,187	50,288	46,344
Per Share Data					
Net income basic	**$ 1.74**	$ 3.02	$ 3.00	$ 2.87	$ 2.79
Net income diluted	**1.74**	3.01	2.99	2.84	2.75
Cash dividends declared	**1.36**	1.24	1.12	1.00	0.88
Book value per share	**17.58**	18.14	17.46	16.14	13.03
Selected Average Balances					
Total loans	**$ 1,743,846**	$ 1,717,756	$ 1,649,864	$ 1,514,367	$ 1,337,172
Securities	**458,446**	512,061	581,747	666,922	705,032
Interest-earning assets	**2,210,236**	2,257,447	2,268,173	2,186,003	2,051,044
Deposits	**2,015,075**	1,996,104	1,960,657	1,814,474	1,659,143
Long-term debt	**21,506**	24,476	85,893	137,340	201,218
Shareholders' equity	**303,189**	301,639	296,966	264,954	206,571
Total assets	**2,502,411**	2,511,992	2,517,061	2,402,058	2,211,853
Selected Year-End Balances					
Net loans	**$ 1,790,090**	$ 1,749,440	$ 1,662,064	$ 1,596,037	$ 1,336,959
Securities	**453,281**	417,016	519,898	605,363	679,774
Interest-earning assets	**2,269,743**	2,193,829	2,249,801	2,222,641	2,037,778
Deposits	**2,041,130**	1,990,081	1,985,217	1,928,420	1,672,723
Long-term debt	**19,047**	4,973	48,069	98,425	148,836
Shareholders' equity	**280,429**	293,994	305,307	292,141	216,080
Total assets	**2,582,446**	2,482,767	2,507,807	2,502,597	2,213,230
Performance Ratios					
Return on average assets	**1.12%**	2.03%	2.11%	2.09%	2.10%
Return on average equity	**9.27**	16.92	17.91	18.98	22.43
Return on average tangible equity	**11.44**	20.99	22.37	22.34	23.15
Net interest margin	**4.64**	4.34	4.56	4.49	4.29
Efficiency ratio	**46.33**	45.91	44.49	46.66	48.67
Dividend payout ratio	**78.16**	41.06	37.33	34.84	31.54
Asset Quality					
Net charge-offs to average loans	**0.33%**	0.18%	0.23%	0.38%	0.27%
Provision for loan losses to average loans	**0.60**	0.31	0.23	0.09	-
Allowance for loan losses to nonperforming loans	**86.07**	103.28	384.93	401.96	487.28
Allowance for loan losses to total loans	**1.23**	1.00	0.92	1.04	1.31
Consolidated Capital Ratios					
Total	**13.43%**	15.11%	16.19%	16.38%	16.64%
Tier I Risk-based	**12.25**	14.12	15.30	15.41	15.47
Tier I Leverage	**9.47**	10.31	10.79	10.97	10.47
Average equity to average assets	**12.12**	12.01	11.80	11.03	9.34
Average tangible equity to average tangible assets	**10.05**	9.91	9.67	9.53	9.08
Full-time equivalent employees	**827**	811	779	770	691

TWO-YEAR SUMMARY OF COMMON STOCK PRICES AND DIVIDENDS

	Cash Dividends Per Share*	Market Value Low	Market Value High
2008			
Fourth Quarter	**$ 0.34**	**$ 29.08**	**$ 42.88**
Third Quarter	**0.34**	**35.74**	**47.28**
Second Quarter	**0.34**	**37.29**	**44.15**
First Quarter	**0.34**	**32.51**	**41.37**
2007			
Fourth Quarter	$ 0.31	$ 33.41	$ 39.15
Third Quarter	0.31	31.16	39.59
Second Quarter	0.31	37.67	40.93
First Quarter	0.31	38.04	41.54

The Company's common stock trades on the NASDAQ stock market under the symbol CHCO. This table sets forth the cash dividends paid per share and information regarding the market prices per share of the Company's common stock for the periods indicated. The price ranges are based on transactions as reported on the NASDAQ stock market. At December 31, 2008, there were 3,043 shareholders of record.

*As more fully discussed under the caption *Liquidity* in Management's Discussion and Analysis and in Note Eighteen of Notes to Consolidated Financial Statements, the Company's ability to pay dividends to its shareholders is dependent upon the ability of City National to pay dividends to City Holding ("Parent Company").

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CITY HOLDING COMPANY

City Holding Company (the "Company"), a West Virginia corporation headquartered in Charleston, West Virginia, is a bank holding company that provides diversified financial products and services to consumers and local businesses. Through its network of 69 banking offices in West Virginia (58), Kentucky (8), and Ohio (3), the Company provides credit, deposit, trust and investment management, and insurance products and services to its customers. In addition to its branch network, the Company's delivery channels include ATMs, check cards, interactive voice response systems, and internet technology. The Company's business activities are currently limited to one reportable business segment, which is community banking. The Company has approximately 7% of the deposit market in West Virginia and is the third largest bank headquartered in West Virginia based on deposit share. In the Company's key markets, the Company's primary subsidiary, City National Bank of West Virginia ("City National"), generally ranks in the top three relative to deposit market share.

CRITICAL ACCOUNTING POLICIES

The accounting policies of the Company conform to U.S. generally accepted accounting principles and require management to make estimates and develop assumptions that affect the amounts reported in the financial statements and related footnotes. These estimates and assumptions are based on information available to management as of the date of the financial statements. Actual results could differ significantly from management's estimates. As this information changes, management's estimates and assumptions used to prepare the Company's financial statements and related disclosures may also change. The most significant accounting policies followed by the Company are presented in Note One of Notes to Consolidated Financial Statements included herein. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses, income taxes, previously securitized loans and other than temporary impairment on investment securities to be the accounting areas that require the most subjective or complex judgments and, as such, could be most subject to revision as new information becomes available.

Pages 15-18 of this Annual Report to Shareholders provide management's analysis of the Company's allowance for loan losses and related provision. The allowance for loan losses is maintained at a level that represents management's best estimate of probable losses in the loan portfolio. Management's determination of the adequacy of the allowance for loan losses is based upon an evaluation of individual credits in the loan portfolio, historical loan loss experience, current economic conditions, and other relevant factors. This determination is inherently subjective, as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The allowance for loan losses related to loans considered to be impaired is generally evaluated based on the discounted cash flows using the impaired loan's initial effective interest rate or the fair value of the collateral for certain collateral dependent loans.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Pages 9-10 of this Annual Report to Shareholders provide management's analysis of the Company's income taxes. The Company is subject to federal and state income taxes in the jurisdictions in which it conducts business. In computing the provision for income taxes, management must make judgments regarding interpretation of laws in those jurisdictions. Because the application of tax laws and regulations for many types of transactions is susceptible to varying interpretations, amounts reported in the financial statements could be changed at a later date upon final determinations by taxing authorities. On a quarterly basis, the Company estimates its annual effective tax rate for the year and uses that rate to provide for income taxes on a year-to-date basis.

The Company adopted Financial Accounting Standards Board ("FASB") Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109" ("FIN 48") effective January 1, 2007. FIN 48 clarifies the accounting and disclosure for uncertain tax positions by requiring that a tax position meet a "probable recognition threshold" for the benefit of the uncertain tax position to be recognized in the financial statements. A tax position that fails to meet the probable recognition threshold will result in either reduction of a current or deferred tax asset or receivable, or recording a current or deferred tax liability. FIN 48 also provides guidance on measurement, derecognition of tax benefits, classification, interim period accounting disclosure, and transition requirements in accounting for uncertain tax positions. The cumulative effect of adopting FIN 48 was an increase in tax reserves and a decrease of $0.1 million to the January 1, 2007 retained earnings balance. The Company includes interest and penalties related to income tax liabilities in income tax expense. The amount of unrecognized tax benefits could change over the next twelve months as a result of various factors. However, management cannot currently estimate the range of possible change.

The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2005 through 2007. The Company and its subsidiaries state income tax returns are open to audit under the statute of limitations for the year ended December 31, 2007. A tax examination by the State of West Virginia for the years 2004 through 2006 was completed during the third quarter of 2008. The final results of this examination decreased income tax expense by $1.1 million for the year ending December 31, 2008.

Note Six of Notes to Consolidated Financial Statements, on pages 39-40 of this Annual Report to Shareholders, and pages 18-19 provide management's analysis of the Company's previously securitized loans. The carrying value of previously securitized loans is determined using assumptions with regard to loan prepayment and default rates. Using cash flow modeling techniques that incorporate these assumptions, the Company estimates total future cash collections expected to be received from these loans and determines the yield at which the resulting discount will be accreted into income. If, upon periodic evaluation, the estimate of the total probable collections is increased or decreased, but is still greater than the sum of the original carrying amount less subsequent collections plus the discount accreted to date, and it is probable that collection will occur, the amount of the discount to be accreted is adjusted accordingly and the amount of periodic accretion is adjusted over the remaining lives of the loans. If, upon periodic evaluation, the discounted present value of estimated future cash flows declines below the recorded value of previously securitized loans, an impairment charge would be provided through the Company's provision for loan losses. Please refer to Note One of Notes to Consolidated Financial Statements, on page 32 for further discussion.

On a quarterly basis, the Company performs a review of investment securities to determine if any unrealized losses are other than temporarily impaired. Management considers the following, amongst other things, in its determination of the nature of the unrealized losses, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. The Company continues to actively monitor the market values of these investments along with the financial strength of the issuers behind these securities, as well as our entire investment portfolio. Based on the market information available the Company believes that the recent declines in market value are temporary and that the Company has the ability and intent to hold these securities until the temporary losses recover or the securities are called or mature. The Company cannot guarantee that such securities will recover and if additional information becomes available in the future to suggest that the losses are other than temporary, the Company may need to record impairment charges in future periods.

FINANCIAL SUMMARY

The Company's financial performance over the previous three years is summarized in the following table:

	2008	2007	2006
Net income (*in thousands*)	**$ 28,109**	$ 51,026	$ 53,187
Earnings per share, basic	**$ 1.74**	$ 3.02	$ 3.00
Earnings per share, diluted	**$ 1.74**	$ 3.01	$ 2.99
ROA*	**1.12%**	2.03%	2.11%
ROE*	**9.27%**	16.92%	17.91%
ROTE*	**11.44%**	20.99%	22.37%

*ROA (Return on Average Assets) is a measure of the effectiveness of asset utilization. ROE (Return on Average Equity) is a measure of the return on shareholders' investment. ROTE (Return on Average Tangible Equity) is a measure of the return on shareholders' equity less intangible assets.

The Company's net income declined $22.9 million from 2007 primarily as a result of other than temporary impairments of investments and an increase of $5.1 million in our provision for loan losses. Due to the actions by the federal government to place Fannie Mae and Freddie Mac, two of our nation's largest Companies, into conservatorship, we recognized a $21.1 million other than temporary impairment charge on our investments in the preferred stock of these entities. As the recession deepened during 2008, City's investments in pools of debt issued by banks throughout the U.S. also deteriorated in value on fears that some of the banks that have issued debt into these pools will not survive. Based on management's assessment of the securities that the Company owns, the seniority position of the securities within the pools, the level of defaults and deferred payments within the pools, and a review of the financial strength of the banks within the respective pools, management concluded that other than temporary impairment charges of $16.2 million on the pooled bank trust preferred securities and the income notes were necessary for the year ended December 31, 2008. In addition, the Company recognized a $1.0 million other than temporary impairment charge on a corporate debt security due to Lehman Brothers Holdings bankruptcy filing.

Additionally, while we have experienced some increase in losses on loans, our losses have not been to the extent that most other markets throughout the U.S. have suffered. As a result, our provision for loan losses was $10.4 million for the year (see *Allowance and Provision for Loan Losses*). The Company's tax equivalent net interest income increased $4.6 million, or 4.7%, from $97.9 million in 2007 to $102.6 million in 2008, as interest expense on deposits and other interest bearing liabilities decreased more quickly than interest income from loans and investments. The Company's reported net interest margin expanded to 4.64% for the year ended December 31, 2008 as compared to 4.34% for the year ended December 31, 2007 (see *Net Interest Income*). During 2008, the Company recognized a gain of $3.3 million in connection with Visa's successful initial public offering ("IPO"). Exclusive of investment impairment losses, investment gains, the gain from the Visa IPO, and the gain from the sale of the Company's merchant credit card portfolio, noninterest income increased $2.3 million, or 4.3%, from 2007 due to higher service charges and bank-owned life insurance revenues. Excluding $1.2 million of recognized losses from the redemption of $16.0 million of trust preferred securities during 2007, noninterest expenses increased $3.5 million, or 4.9%, from 2007. These fluctuations are more fully discussed under the caption *Noninterest Income and Expense*.

BALANCE SHEET ANALYSIS

Total loans increased $45.3 million, or 2.6%, from December 31, 2007, as growth in commercial, home equity, and residential real estate loans was partially offset by declines in loans to depository institutions, consumer loans, and previously securitized loans. Commercial loan balances increased $60.3 million, or 8.5%, from 2007; home equity loans increased $42.5, or 12.4%, from 2007; and the outstanding balance of residential real estate loans increased $9.9 million, or 1.7%, from 2007. Loans to depository institutions decreased $60.0 million, or 100.0%, from 2007, while consumer loans decreased $4.7 million, or 9.7%, from 2007.

Between 1997 and 1999, the Company originated and securitized $760 million in 125% loan-to-value junior-lien mortgages in six separate pools. The Company had a retained interest in the residual cash flows associated with these underlying mortgages after satisfying priority claims. When the notes were redeemed during 2003 and 2004, the Company became the beneficial owner of the mortgage loans and recorded the loans as "Previously Securitized Loans" within the loan portfolio. At December 31, 2008, the Company reported "Previously Securitized Loans" of $4.2 million compared to $6.9 million at December 31, 2007, a decrease of 38.7%.

Total investment securities increased $36.3 million, or 8.7%, from $417.0 million at December 31, 2007, to $453.3 million at December 31, 2008. The increase in the securities portfolio in 2008 was related primarily to the purchase of mortgage backed and other debt securities.

Total deposits increased $51.0 million, or 2.6% from $1.99 billion at December 31, 2007 to $2.04 billion at December 31, 2008. Increases in interest bearing demand deposits of $23.0 million and time deposits of $39.4 million were partially offset by decreases in noninterest bearing demand deposits of $15.7 million.

Short-term debt balances increased $32.5 million, or 20.1%, from December 31, 2007 to December 31, 2008. This increase was primarily attributable to an increase of $36.0 million in short-term borrowings from the Federal Home Loan Bank of Pittsburgh ("FHLB"). The Company does not depend on security repurchase agreements, which are subject to significant fluctuations for funding or liquidity.

Long-term debt balances increased $14.1 million, or 283.0%, from 2007 to 2008. During the first quarter of 2008, the Company completed a private placement of $16.0 million trust preferred securities through its City Holding Capital Trust III subsidiary. The securities mature in 30 years and are redeemable at par by the Company after five years. The proceeds of the capital securities were used to fund the redemption of all the Company's outstanding 9.15% trust preferred securities in the amount of $16.0 million, which were considered as short-term debt at December 31, 2007, due to the Company's previously announced plan to redeem these Debentures on April 1, 2008.

TABLE TWO
AVERAGE BALANCE SHEETS AND NET INTEREST INCOME
(in thousands)

	2008			2007			2006		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
ASSETS									
Loan portfolio (1):									
Residential real estate	**$ 607,851**	**$ 37,495**	**6.17%**	$ 597,216	$ 36,574	6.12%	$ 598,017	$ 34,483	5.77%
Home equity	**364,325**	**26,266**	**7.21**	330,997	25,524	7.71	311,854	24,384	7.82
Commercial, financial, and agriculture	**713,767**	**47,445**	**6.65**	675,598	50,771	7.51	661,871	49,716	7.51
Loans to Depository Institutions	**1,161**	**35**	**3.01**	57,315	3,048	5.32	8,372	449	5.36
Installment loans to individuals	**51,542**	**5,264**	**10.21**	46,112	5,426	11.77	47,477	5,507	11.60
Previously securitized loans	**5,200**	**5,622**	**108.12**	10,518	7,266	69.08	22,273	9,406	42.23
Total loans	**1,743,846**	**122,127**	**7.00**	1,717,756	128,609	7.49	1,649,864	123,945	7.51
Securities:									
Taxable	**422,708**	**23,852**	**5.64**	472,438	25,677	5.43	539,634	28,418	5.27
Tax-exempt (2)	**35,738**	**2,344**	**6.56**	39,623	2,599	6.56	42,113	2,741	6.51
Total securities	**458,446**	**26,196**	**5.71**	512,061	28,276	5.52	581,747	31,159	5.36
Loans held for sale	**-**	**-**	**-**	-	-	-	2,496	322	12.90
Deposits in depository institutions	**7,944**	**171**	**2.15**	11,940	521	4.36	30,633	1,478	4.82
Federal funds sold	**-**	**-**	**-**	15,690	819	5.22	3,433	179	5.21
Total interest-earning assets	**2,210,236**	**148,494**	**6.72**	2,257,447	158,225	7.01	2,268,173	157,083	6.93
Cash and due from banks	**57,624**			50,675			50,571		
Premises and equipment	**57,183**			48,929			43,111		
Other assets	**195,820**			171,347			171,214		
Less: Allowance for loan losses	**(18,452)**			(16,406)			(16,008)		
Total assets	**$ 2,502,411**			$ 2,511,992			$ 2,517,061		
LIABILITIES									
Interest-bearing demand deposits	**$ 409,799**	**$ 2,576**	**0.63%**	$ 418,532	$ 4,766	1.14%	$ 433,244	$ 5,284	1.22%
Savings deposits	**359,754**	**3,640**	**1.01**	342,119	5,705	1.67	314,732	3,983	1.27
Time deposits	**921,971**	**35,691**	**3.87**	922,886	41,355	4.48	877,592	34,779	3.96
Short-term borrowings	**136,867**	**2,629**	**1.92**	160,338	6,642	4.14	143,705	5,099	3.55
Long-term debt	**21,506**	**1,383**	**6.43**	24,476	1,808	7.39	85,893	4,579	5.33
Total interest-bearing liabilities	**1,849,897**	**45,919**	**2.48**	1,868,351	60,276	3.23	1,855,166	53,724	2.90
Noninterest-bearing demand deposits	**323,551**			312,567			335,089		
Other liabilities	**25,774**			29,435			29,840		
Shareholders' equity	**303,189**			301,639			296,966		
Total liabilities and shareholders' equi	**$ 2,502,411**			$ 2,511,992			$ 2,517,061		
Net interest income		**$ 102,575**			$ 97,949			$ 103,359	
Net yield on earning assets			**4.64%**			4.34%			4.56%

(1) For purposes of this table, loans on nonaccrual status have been included in average balances.
(2) Computed on a fully federal tax-equivalent basis assuming a tax rate of approximately 35%.

NET INTEREST INCOME

2008 vs. 2007

The Company's tax equivalent net interest income increased $4.6 million, or 4.7%, from $97.9 million in 2007 to $102.6 million in 2008, as interest expense on deposits and other interest bearing liabilities decreased more quickly than interest income from loans and investments. The Company's reported net interest margin expanded to 4.64% for the year ended December 31, 2008 as compared to 4.34% for the year ended December 31, 2007.

The Company benefited from a portfolio of interest rate floors with a total notional value of $600 million which minimized the impact of falling rates on the Company's interest income from variable rate loans during 2008. During 2008, interest rate floors with total notional values of $150 million matured and the Company sold the remaining interest rate floors with notional amounts totaling $450 million. The gain of $16.8 million from the sale of these interest rate floors will be recognized over the remaining lives of the various hedged loans. Partially offsetting the reduction in interest expense from falling market rates was a decrease of $1.6 million in interest income from Previously Securitized Loans from the year ended December 31, 2007 as the average balances of these loans have decreased 50.6%. The decrease in average balances of Previously Securitized Loans was partially mitigated by an increase in the yield on these loans from 69.1% for the year ended December 31, 2007 to 108.1% for the year ended December 31, 2008.

Average earning assets decreased $47.2 million from 2007 to 2008 as decreases attributable to loans to depository institutions, investments, and federal funds sold were partially offset by increases in commercial and home equity loans. Average loans to depository institutions decreased $56.2 million, average investments decreased $53.6 million, and federal funds sold decreased $15.7 million. Average securities decreased primarily as a result of other than temporary impairment charges and unrealized losses. Average liabilities decreased $11.1 million from 2007 as decreases in short-term borrowings ($23.5 million) and interest-bearing demand deposits ($8.7 million) were partially offset by increases in savings ($17.6 million) and noninterest-bearing demand deposits ($11.0 million).

2007 vs. 2006

The Company's tax equivalent net interest income decreased $5.4 million, or 5.2%, from $103.4 million in 2006 to $97.9 million in 2007. This decrease is attributable to two factors. First, the Company experienced a decrease of $2.1 million in interest income from previously securitized loans for the year ended December 31, 2007 as compared to the year ended December 31, 2006 as the average balance of these loans decreased 52.8%. The decrease in average balances was partially mitigated by an increase in the yield on these loans from 42.2% for the year ended December 31, 2006 to 69.1% for the year ended December 31, 2007 (see *Previously Securitized Loans*).

Secondly, the Company's reported net interest margin experienced compression to 4.34% for the year ended December 31, 2007 as compared to 4.56% for the year ended December 31, 2006. Excluding Previously Securitized Loans and the sale of Company's retail credit card portfolio during the third quarter of 2006, the Company's net interest margin, decreased from 4.22% for the year ended December 31, 2006 to 4.08% for the year ended December 31, 2007 resulting in the reduction of approximately $2.9 million in net interest income. While the average yield on the Company's loans (net of Previously Securitized Loans) increased from 6.99% for the year ended December 31, 2006 to 7.11% for the year ended December 31, 2007, the average cost of interest bearing liabilities increased from 2.84% for the year ended December 31, 2006 to 3.19% for the year ended December 31, 2007. The increase in the average cost of interest bearing liabilities can in turn be linked to an increase in the cost of time deposits of 52 basis points between the years ended December 31, 2006 and 2007.

Exclusive of interest income from previously securitized loans and credit cards, interest income increased $4.4 million from 2006 as the yield on loans exclusive of previously securitized loans and credit cards increased 12 basis points. The average balances of these loans increased $85.6 million during 2007 due to growth of loans to depository institutions, home equity and commercial loans. Interest income attributable to this growth totaled $3.0 million, while the improvement in yield increased interest income by $5.0 million. Interest income on investment securities decreased $2.9 million from 2006 primarily as a result of lower balances that was partially offset by improved yields on the securities portfolio.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Increases in interest income were more than offset by an increase of $7.0 million in interest expense. This increase was primarily related to an increase in the average rate paid on interest bearing liabilities of 33 basis points during 2007. This increase was predominately attributable to an increase in the cost of time deposits of 52 basis points between the years ended December 31, 2007 and 2006.

Excluding the impact of previously securitized loans and the sale of the credit card portfolio, average earning assets increased $7.0 million from 2006 to 2007 as increases attributable to loans to depository institutions, home equity loans, commercial loans, and federal funds sold were partially offset by declines in investments and deposits in depository institutions. Average loans to depository institutions increased $48.9 million, average home equity loans grew $19.1 million, average commercial loans increased $13.7 million, and federal funds sold increased $12.3 million. Average securities decreased due to repayment of long-term borrowings and funding of commercial loans. The net increase in average earning assets was accompanied by an increase in average interest-bearing deposits of $58.0 million primarily as a result of increased balances of time deposits. Average long-term debt decreased by $61.4 million and average noninterest-bearing liabilities decreased by $22.5 million while average short-term borrowings increased $16.6 million.

TABLE THREE
RATE/VOLUME ANALYSIS OF CHANGES IN INTEREST INCOME AND EXPENSE
(in thousands)

	2008 vs. 2007 Increase (Decrease) Due to Change In:			2007 vs. 2006 Increase (Decrease) Due to Change In:		
	Volume	**Rate**	**Net**	Volume	Rate	Net
Interest-Earning Assets						
Loan portfolio:						
Residential real estate	**$ 651**	**$ 270**	**$ 921**	$ (46)	$ 2,137	$ 2,091
Home equity	**2,570**	**(1,828)**	**742**	1,497	(357)	1,140
Commercial, financial, and agriculture	**2,868**	**(6,194)**	**(3,326)**	1,031	24	1,055
Loans to depository institutions	**(2,986)**	**(27)**	**(3,013)**	-	2,599	2,599
Installment loans to individuals	**639**	**(801)**	**(162)**	(158)	77	(81)
Previously securitized loans	**(3,674)**	**2,030**	**(1,644)**	(4,964)	2,824	(2,140)
Total loans	**68**	**(6,550)**	**(6,482)**	(2,640)	7,304	4,664
Securities:						
Taxable	**(2,703)**	**878**	**(1,825)**	(3,539)	798	(2,741)
Tax-exempt (1)	**(255)**	**-**	**(255)**	(162)	20	(142)
Total securities	**(2,958)**	**878**	**(2,080)**	(3,701)	818	(2,883)
Loans held for sale	**-**	**-**	**-**	(322)	-	(322)
Deposits in depository institutions	**(174)**	**(176)**	**(350)**	(902)	(55)	(957)
Federal funds sold	**(819)**	**-**	**(819)**	639	1	640
Total interest-earning assets	**$ (3,883)**	**$ (5,848)**	**$ (9,731)**	$ (6,926)	$ 8,068	$ 1,142
Interest-Bearing Liabilities						
Interest-bearing demand deposits	**$ (99)**	**$ (2,091)**	**$ (2,190)**	$ (179)	$ (339)	$ (518)
Savings deposits	**294**	**(2,359)**	**(2,065)**	347	1,375	1,722
Time deposits	**(41)**	**(5,623)**	**(5,664)**	1,795	4,781	6,576
Short-term borrowings	**(972)**	**(3,041)**	**(4,013)**	590	953	1,543
Long-term debt	**(219)**	**(206)**	**(425)**	(3,274)	503	(2,771)
Total interest-bearing liabilities	**$ (1,037)**	**$ (13,320)**	**$ (14,357)**	$ (721)	$ 7,273	$ 6,552
Net interest income	**$ (2,846)**	**$ 7,472**	**$ 4,626**	$ (6,205)	$ 795	$ (5,410)

(1) Fully federal taxable equivalent using a tax rate of approximately 35%.

NONINTEREST INCOME AND EXPENSE

2008 vs. 2007

During 2008, the Company recorded $38.3 million of investment impairment losses. The charges deemed to be other than temporary were related to agency preferreds ($21.1 million) with remaining book value of $1.6 million at December 31, 2008; pooled bank trust preferreds ($14.2 million) with remaining book value of $10.9 million at December 31, 2008; income notes ($2.0 million) with no remaining book value at December 31, 2008; and corporate debt securities ($1.0 million) with remaining book value of $24.6 million at December 31, 2008. The impairment charges for the agency preferred securities were due to the actions of the federal government to place Freddie Mac and Fannie Mae into conservatorship and the suspension of dividends on such preferred securities. The impairment charges related to the pooled bank trust preferred securities and income notes were based on the Company's quarterly reviews of its investment securities for indications of losses considered to be other than temporary. Based on management's assessment of the securities the Company owns, the seniority position of the securities within the pools, the level of defaults and deferred payments within the pools, and a review of the financial strength of the banks within the respective pools, management concluded that impairment charges of $14.3 million and $2.0 million on the pooled bank trust preferred securities and the income notes, respectively, were necessary for the year ended December 31, 2008. The $1.0 million impairment charge for corporate debt securities was due to Lehman Brothers Holdings bankruptcy filing. The Company had acquired this security as the result of an acquisition of a bank in 2005.

In addition, the Company recognized a $3.3 million gain in connection with Visa's successful initial public offering ("IPO") completed in March 2008. The Company received approximately $2.3 million on the partial redemption of its equity interest in Visa. The Company's remaining Class B shares will be converted to Class A shares on the third anniversary of Visa's IPO or upon Visa's settlement of certain litigation matters, whichever is later. The unconverted Class B shares are not reflected in the Company's balance sheet at December 31, 2008 as the Company has no historical basis in these shares. Visa also escrowed a portion of the proceeds from the IPO to satisfy approximately $1.0 million of liabilities that represented the Company's proportionate share of legal judgments and settlements related to Visa litigation with American Express and Discover Financial Services.

The Company focuses much of its efforts on retail banking and enhancing its retail deposit franchise within its markets. As a result of its strong retail banking operation, service charge revenues provide significant revenues for the Company. During 2008, noninterest income (excluding security transactions (including impairment charges), the gain from the VISA IPO, and the gain from the sale of the Company's retail credit card portfolio and merchant processing agreements) increased approximately $2.3 million, or 4.3%, from 2007. The largest source of non-interest income is service charges from depository accounts, which increased $1.6 million, or 3.6%, from $44.4 million in 2007 to $46.0 million in 2008. Bank owned life insurance revenues increased $0.5 million, or 18.4%, to $2.9 million for the year ended December 31, 2008 as a result of the Company modifying this portfolio during 2008. In addition, trust and investment management fees increased $0.2 million, or 9.7%, and insurance commissions increased $0.1 million, or 3.0%, from the year ending December 31, 2007.

During 2008, the Company fully redeemed $16.0 million of 9.15% trust preferred securities that had been issued in 1998. As a result of this redemption, the Company incurred charges of $1.2 million to fully amortize issuance costs incurred in 1998 and for the early redemption premium. Excluding the loss on the early redemption of the trust preferred securities, non-interest expenses increased $3.5 million from $71.0 million in 2007 to $74.5 million in 2008. Salaries and employee benefits increased $1.2 million, or 3.3%, from $36.0 million in 2007 to $37.2 million in 2008 due in part to additional staffing for new retail locations. Other expenses increased due to additional charitable contributions of $0.75 million during 2008. Repossessed asset losses increased $0.7 million primarily due to losses and expenses incurred on the sale of repossessed properties associated with lending activities at the Greenbrier Resort in White Sulpher Springs, WV. Additionally, increased occupancy and equipment expenses of $0.5 million were primarily attributable to the upgrading of the Company's core computer system.

2007 vs. 2006

The Company focuses much of its efforts on retail banking and enhancing its retail deposit franchise within its markets. As a result of its strong retail banking operation, service charge revenues provide significant revenues for the Company. During 2007, noninterest income (excluding security transactions and the gain from the sale of the Company's retail credit card portfolio and merchant processing agreements) increased approximately $2.0 million, or 3.7%, from 2006. This increase was primarily attributable to the Company's continued increase in service charge revenues of $1.8 million, or 4.4%, from $42.6 million during 2006 to $44.4 million during 2007. Insurance commission revenue increased $1.8 million, or 75.2%, from $2.3 million during 2006 to $4.1 million during 2007 due to the hiring of additional staff by the Company's insurance subsidiary, City Insurance, to provide workers compensation insurance to West Virginia businesses and to bolster the number of agents focused on selling directly to retail customers. This increase was partially mitigated by a $1.7 million decrease in other income due primarily to lower credit card fee income as a result of the sale of the retail credit card portfolio during the third quarter of 2006 and the sale of the merchant processing agreements during the first quarter of 2007.

Noninterest expenses increased $1.1 million, or 1.6%, from $69.9 million in 2006 to $71.0 million in 2007 excluding $1.4 million of recognized losses from the redemption of $12.0 million of trust preferred securities during 2006. Salaries and employee benefits increased $1.5 million, or 4.5%, from 2006 due in part to additional staffing for new retail locations and insurance personnel to support the introduction of worker's compensation insurance. Bankcard expenses increased $0.4 million, or 19.9%, due to increased usage by customers. These increases were partially offset by a $0.5 million decrease in other expenses. The decrease in other expenses was due to a $1.4 million decrease as a result of the sales of the retail and merchant card portfolios. That decrease was partially offset by a $1.0 million charge related to the Company's proportionate share of certain losses incurred by Visa U.S.A. Inc.

As a result of the Company's membership interest in Visa U.S.A. Inc. ("Visa"), the Company was allocated expense of approximately $1.0 million in connection with pending and settled antitrust litigation against Visa during the fourth quarter of 2007. The litigation relates to an antitrust lawsuit brought by American Express against Visa that originated in 2004 and settled as of November 9, 2007, and litigation brought by Discover Financial Services ("Discover") against Visa. Visa has described the aforementioned litigation matters and settlement with American Express in filings with the Securities and Exchange Commission. City is not a named defendant in either of the aforementioned lawsuits and, therefore, will not be directly liable for any amount of the settlement. However, in accordance with Visa's by-laws, City may be required to share in certain losses incurred by Visa above and beyond the amounts described above.

On October 3, 2007, Visa announced that it had completed restructuring transactions in preparation for its initial public offering ("IPO"). The IPO actually was completed in March 2008. As part of this restructuring, the Company received approximately 150,000 Class USA shares of Visa common stock. Some of these shares were redeemed as part of the IPO and the remaining shares are to be converted to Class A shares on the third anniversary of the IPO or upon Visa's settlement of certain litigation matters, whichever is later. Visa applied a portion of the proceeds from the IPO to fund an escrow account to cover certain litigation judgments and settlements. The Company anticipates that Visa's escrow account will be sufficient to settle such litigation judgments and settlements with American Express and Discover. As a result of the IPO, the Company realized a recovery in 2008 of the $1.0 million expense previously recorded by the Company prior to the IPO.

INCOME TAXES

The Company recorded income tax expense of $9.5 million, $25.8 million, and $28.3 million in 2008, 2007, and 2006, respectively. The Company's effective tax rates for 2008, 2007, and 2006 were 25.2%, 33.6%, and 34.8%, respectively. The decrease in the effective tax rate for 2008 was largely due to the reduction in pre-tax income from higher loan loss provision and other than temporary impairment losses on investments without a corresponding decrease from tax-exempt sources. A reconciliation of the effective tax rate to the statutory rate is included in Note Thirteen of Notes to Consolidated Financial Statements.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's net deferred tax assets increased from $20.6 million at December 31, 2007 to $48.5 million at December 31, 2008. The components of the Company's net deferred tax assets are disclosed in Note Thirteen of Notes to Consolidated Financial Statements. Realization of the most significant net deferred tax assets is primarily dependent on future events taking place that will reverse the current deferred tax assets. For example, realization of the deferred tax asset attributable to other than temporary impairment losses on securities, which have already been recognized in the Company's financial statements, would be realized if the impaired securities were deemed to be "worthless" by the Internal Revenue Service or if the securities were sold and recognized for tax purposes. During the year ended December 31, 2008, the Company recognized a $15.1 million deferred tax asset associated with other than temporary impairment losses on securities. The deferred tax asset associated with unrealized securities losses is the tax impact of the unrealized losses on the Company's available for sale security portfolio. At December 31, 2008, the Company had a deferred tax asset of $10.1 million associated with unrealized securities losses as compared to a deferred tax asset of $1.2 million associated with unrealized securities losses at December 31, 2007. The impact of the Company's unrealized losses is noted in the Company's Consolidated Statements of Changes in Shareholder Equity as an adjustment to Accumulated Other Comprehensive Income (Loss). The deferred tax asset at December 31, 2008, would be realized if the unrealized losses on the Company's securities were realized from sales or maturities of the related securities. The deferred tax asset associated with the allowance for loan losses increased from $6.9 million at December 31, 2007 to $8.6 million at December 31, 2008. The deferred tax asset associated with the allowance for loan losses is expected to be realized as additional loan charge-offs, which have already been provided for within the Company's financial statements, are recognized for tax purposes. The deferred tax asset associated with the Company's previously securitized loans is expected to be realized as the Company recognizes income for financial statement purposes from these loans in future periods. The deferred tax asset associated with these loans declined from $10.0 million at December 31, 2007 to $8.8 million at December 31, 2008. As discussed in Note Six of Notes to Consolidated Financial Statements, the Company had net recoveries on previously securitized loans of $1.0 million during 2008 that were taxable for income tax purposes, but will be recognized in future periods for financial reporting purposes. The Company believes that it is more likely than not that each of the net deferred tax assets will be realized and that no valuation allowance is necessary as of December 31, 2008 or 2007.

RISK MANAGEMENT

Market risk is the risk of loss due to adverse changes in current and future cash flows, fair values, earnings, or capital due to adverse movements in interest rates and other factors, including foreign exchange rates and commodity prices. Because the Company has no significant foreign exchange activities and holds no commodities, interest rate risk represents the primary risk factor affecting the Company's balance sheet and net interest margin. Significant changes in interest rates by the Federal Reserve could, in turn, result in similar changes in LIBOR interest rates, prime rates, and other benchmark interest rates that could affect the estimated fair value of the Company's investment securities portfolio, interest paid on the Company's short-term and long-term borrowings, interest earned on the Company's loan portfolio, and interest paid on its deposit accounts.

The Company's Asset and Liability Committee ("ALCO") has been delegated the responsibility of managing the Company's interest-sensitive balance sheet accounts to maximize earnings while managing interest rate risk. ALCO, comprised of various members of executive and senior management, is also responsible for establishing policies to monitor and limit the Company's exposure to interest rate risk and to manage the Company's liquidity position. ALCO satisfies its responsibilities through monthly meetings during which product pricing issues, liquidity measures, and interest sensitivity positions are monitored.

In order to measure and manage its interest rate risk, the Company uses an asset/liability management and simulation software model to periodically update the interest sensitivity position of the Company's balance sheet. The model is also used to perform analyses that measure the impact on net interest income and capital as a result of various changes in the interest rate environment. Such analyses quantify the effects of various interest rate scenarios on projected net interest income.

The Company's policy objective is to avoid negative fluctuations in net income or the economic value of equity of more than 15% within a 12-month period, assuming an immediate parallel increase or decrease of 300 basis points. The Company measures the long-term risk associated with sustained increases and decreases in rates through analysis of the impact to changes in rates on the economic value of equity. Due to the current Federal Funds target rate of 25 basis points, the Company has chosen not to reflect a decrease of 25 basis points from current rates in its analysis.

During 2005 and 2006, the Company entered into interest rate floors with a total notional value of $600 million, with maturities between May 2008 and June 2011. These derivative instruments provided the Company protection against the impact of declining interest rates on future income streams from certain variable rate loans. During 2008, interest rate floors with a total notional value of $150 million matured. The remaining interest rate floors with a total notional value of $450 million were sold during 2008. The gains from the sales of these interest rate floors will be recognized over the remaining lives of the various hedged loans. At December 31, 2008, the unrecognized gain was approximately $15.3 million. Please refer to Notes One and Twelve of Notes to Consolidated Financial Statements for further discussion of the use and accounting for such derivative instruments.

The following table summarizes the sensitivity of the Company's net income to various interest rate scenarios. The results of the sensitivity analyses presented below differ from the results used internally by ALCO in that, in the analyses below, interest rates are assumed to have an immediate and sustained parallel shock. The Company recognizes that rates are volatile, but rarely move with immediate and parallel effects. Internally, the Company considers a variety of interest rate scenarios that are deemed to be possible while considering the level of risk it is willing to assume in "worst-case" scenarios such as shown by the following:

Immediate Basis Point Change in Interest Rates	Implied Federal Funds Rate Associated with Change in Interest Rates	Estimated Increase in Net Income Over 12 Months	Estimated Increase in Economic Value of Equity
2008:			
+300	**3.25%**	**+9.2%**	**+7.0%**
+200	**2.25**	**+6.3**	**+4.4**
+100	**1.25**	**+3.2**	**+1.1**
2007:			
+300	6.50%	+6.2%	+14.4%
+200	5.50	+3.4	+10.2
+100	4.50	+0.9	+6.1
-100	2.50	+0.5	+2.8
-200	1.50	+1.0	+3.2

These results are highly dependent upon assumptions made by management, including, but not limited to, assumptions regarding the manner in which interest-bearing demand deposit and saving deposit accounts reprice in different interest rate scenarios, pricing behavior of competitors, prepayments of loans and deposits under alternative rate environments, and new business volumes and pricing. As a result, there can be no assurance that the results above will be achieved in the event that interest rates increase during 2009 and beyond. The results above do not necessarily imply that the Company will experience increases in net income if market interest rates rise. The table above indicates how the Company's net income and the economic value of equity behave *relative* to an increase or decrease in rates compared to what would otherwise occur if rates remain stable.

Based upon the results above, the Company believes that its net income is positively correlated with increasing rates as compared to the level of net income the Company would expect if interest rates remain flat.

LIQUIDITY

The Company evaluates the adequacy of liquidity at both the Parent Company level and at City National. At the Parent Company level, the principal source of cash is dividends from City National. Dividends paid by City National to the Parent Company are subject to certain legal and regulatory limitations. Generally, any dividends in amounts that exceed the earnings retained by City National in the current year plus retained net profits for the preceding two years must be approved by regulatory authorities. During 2007 and 2008, City National received regulatory approval and paid $88.6 million of cash dividends to the Parent Company, while generating net profits of $78.1 million. Therefore, City National will be required to obtain regulatory approval prior to declaring any cash dividends to the Parent Company during 2009. Although regulatory authorities have approved prior cash dividends, there can be no assurance that future dividend requests will be approved.

During 2008, the Parent Company used cash obtained from the dividends received primarily to: (1) pay common dividends to shareholders, (2) remit interest payments on the Company's junior subordinated debentures, and (3) fund repurchases of the Company's common shares. Additional information concerning sources and uses of cash by the Parent Company is reflected in Note Twenty of Notes to Consolidated Financial Statements, on page 52.

The Parent Company anticipates continuing the payment of dividends, which would approximate $21.7 million on an annualized basis for 2009 based on common shareholders on record at December 31, 2008 and a dividend rate of $1.36 for 2009. In addition to these anticipated cash needs for 2009, the Parent Company has operating expenses and other contractual obligations, which are estimated to require $0.9 million of additional cash over the next 12 months. As of December 31, 2008, the Parent Company reported a cash balance of approximately $1.4 million.

Excluding the interest and dividend payments discussed above, the Parent Company has no significant commitments or obligations in years after 2009. Table Ten on page 20 of this Annual Report to Shareholders summarizes the contractual obligations of the Parent Company and City National, combined.

City National manages its liquidity position in an effort to effectively and economically satisfy the funding needs of its customers and to accommodate the scheduled repayment of borrowings. Funds are available to City National from a number of sources, including depository relationships, sales and maturities within the investment securities portfolio, and borrowings from the FHLB of Pittsburgh and other financial institutions. As of December 31, 2008, deposits and capital significantly fund City National's assets. However, City National maintains borrowing facilities with the FHLB of Pittsburgh and other financial institutions that are accessed as necessary to fund operations and to provide contingency funding mechanisms. As of December 31, 2008, City National has the capacity to borrow an additional $631.5 million from the FHLB of Pittsburgh and other financial institutions under existing borrowing facilities. During January 2009, the Company reduced its maximum borrowing capacity from its line of credit with the FHLB of Pittsburgh from $635.6 million to $350.0 million. The reduction in our maximum borrowing capacity was due to two factors. First, based on an internal review, management determined that the likelihood that City National would require $630 million of borrowing capacity was remote. In addition, during December 2008, the FHLB of Pittsburgh announced the suspension of stock dividends. As additional FHLB of Pittsburgh stock purchases (which are required as additional borrowings are made) would be non-earning assets, management elected to lower its borrowing capacity with FHLB of Pittsburgh. City National maintains a contingency funding plan, incorporating these borrowing facilities, to address liquidity needs in the event of an institution-specific or systematic financial industry crisis. Additionally, City National maintains a significant percentage (93.6%, or $424.2 million, at December 31, 2008) of its investment securities portfolio in the highly liquid available-for-sale classification. As such, these securities could be liquidated, if necessary, to provide an additional funding source. City National also manages certain mortgage loans, mortgage-backed securities, and other investment securities in a separate subsidiary so that it can separately monitor the asset quality of these primarily mortgage-related assets, which could be used to raise cash through securitization transactions or obtain additional equity or debt financing if necessary.

The Company manages its asset and liability mix to balance its desire to maximize net interest income against its desire to minimize risks associated with capitalization, interest rate volatility, and liquidity. With respect to liquidity, the Company has chosen a conservative posture and believes that its liquidity position is strong. As illustrated in the Consolidated Statements of Cash Flows, the Company generated $54.6 million of cash from operating activities during 2008, primarily from interest income received on loans and investments, net of interest expense paid on deposits and borrowings.

The Company's net loan to asset ratio is 69.3% at December 31, 2008 as compared to its peers (defined as U.S. banks with total assets between $1 billion and $3 billion as published by the Federal Financial Institution Examination Council) of 73.2% as of September 30, 2008. The Company has obligations to extend credit, but these obligations are primarily associated with existing home equity loans that have predictable borrowing patterns across the portfolio. The Company has significant investment security balances with carrying values that totaled $453.3 million at December 31, 2008, and that greatly exceeded the Company's non-deposit sources of borrowing which totaled $260.9 million.

The Company primarily funds its assets with deposits, which fund 79.0% of total assets as compared to 56.3% for its peers. Further, the Company's deposit mix has a very high proportion of transaction and savings accounts that fund 41.6% of the Company's total assets. And, the Company uses fewer time deposits over $100,000 than its peers, funding just 10.1% of total assets as compared to peers, which fund 13.6% of total assets with such deposits. And, as described under the caption *Certificates of Deposit*, the Company's large CDs are primarily small retail depositors rather than public and institutional deposits.

INVESTMENTS

The Company's investment portfolio increased from $417.0 million at December 31, 2007 to $453.3 million at December 31, 2008. This increase was primarily related to the purchase of mortgage backed and other debt securities.

The investment portfolio remains highly liquid at December 31, 2008, with 93.6% of the portfolio classified as available-for-sale. The investment portfolio is structured to provide flexibility in managing liquidity needs and interest rate risk, while providing acceptable rates of return.

The majority of the Company's investment securities continue to be mortgage-backed securities. The mortgage-backed securities in which the Company has invested are predominantly underwritten to the standards of, and guaranteed by government-sponsored agencies such as FNMA and FHLMC.

TABLE FOUR
INVESTMENT PORTFOLIO

(in thousands)	Carrying Values as of December 31 2008	2007	2006
Securities Available-for-Sale:			
U.S. Treasury and other U.S. government corporations and agencies	**$ -**	$ 250	$ 244
States and political subdivisions	**41,421**	39,484	40,448
Mortgage-backed securities	**288,333**	259,336	320,806
Other debt securities	**73,634**	69,341	52,317
Total debt securities available-for-sale	**403,388**	368,411	413,815
Equity securities and investment funds	**20,826**	13,687	58,583
Total Securities Available-for-Sale	**424,214**	382,098	472,398
Securities Held-to-Maturity:			
States and political subdivisions	**2,834**	4,300	5,708
Other debt securities	**26,233**	30,618	41,792
Total Securities Held-to-Maturity	**29,067**	34,918	47,500
Total Securities	**$ 453,281**	$ 417,016	$ 519,898

Included in equity securities and investment funds in the table above at December 31, 2008 are $6.3 million of Federal Home Loan Bank stock and $6.7 million of Federal Reserve Bank stock. At December 31, 2008, there were no securities of any non-governmental issuers whose aggregate carrying or market value exceeded 10% of shareholders' equity.

(dollars in thousands)	Maturing: Within One Year Amount	Yield	After One But Within Five Years Amount	Yield	After Five But Within Ten Years Amount	Yield	After Ten Years Amount	Yield
Securities Available-for-Sale:								
States and political subdivisions	$ 650	5.74%	$ 12,312	6.79%	$ 14,228	6.86%	$ 14,232	6.86%
Mortgage-backed securities	100	5.50	892	6.00	54,410	4.30	232,930	4.55
Other debt securities	-	-	1,480	6.88	12,123	6.36	60,031	8.07
Total debt securities available-for-sale	750	5.71	14,684	6.75	80,761	5.06	307,193	5.34
Securities Held-to-Maturity:								
States and political subdivisions	120	7.50	2,714	7.37	-	-	-	-
Other debt securities	-	-	-	-	-	-	26,233	9.78
Total debt securities held-to-maturity	120	7.50	2,714	7.37	-	-	26,233	9.78
Total debt securities	$ 870	5.96%	$ 17,398	6.85%	$ 80,761	5.06%	$ 333,426	5.69%

Weighted-average yields on tax-exempt obligations of states and political subdivisions have been computed on a fully federal tax-equivalent basis using a tax rate of 39.35%. Average yields on investments available-for-sale are computed based on amortized cost. Mortgage-backed securities have been allocated to their respective maturity groupings based on their contractual maturity.

LOANS

TABLE FIVE
LOAN PORTFOLIO

The composition of the Company's loan portfolio at December 31 follows:

(in thousands)	2008	2007	2006	2005	2004
Residential real estate – mortgage	**$ 611,962**	$ 602,057	$ 598,502	$ 592,521	$ 469,458
Home equity	**384,320**	341,818	321,708	301,728	308,173
Commercial, financial, and agriculture	**768,255**	707,987	673,719	629,670	472,112
Loans to Depository Institutions	**-**	60,000	25,000	-	-
Installment loans to individuals	**43,585**	48,267	42,943	58,652	46,595
Previously securitized loans	**4,222**	6,892	15,597	30,256	58,436
Gross loans	**$ 1,812,344**	$ 1,767,021	$ 1,677,469	$ 1,612,827	$ 1,354,774

During 2008, commercial loans increased $60.3 million, or 8.5%, from $708.0 million at December 31, 2007, to $768.3 million at December 31, 2008. The Company's ability to successfully attract new commercial relationships contributed significantly to this increase. At December 31, 2008, $55.8 million of the commercial loans were for commercial properties under construction. Home equity loans increased $42.5 million, or 12.4%, from $341.8 million at December 31, 2007, to $384.3 million at December 31, 2008. Residential real estate loans increased $9.9 million, or 1.6%, from $602.1 million at December 31, 2007 to $612.0 million at December 31, 2008. Residential real estate loans are primarily for single-family 1, 3, 5 and 10 year adjustable rate mortgages with terms that amortize the loans over periods from 15-30 years. Our mortgage products do not include sub-prime, interest only, or option adjustable rate mortgage products. At December 31, 2008, $5.0 million of the residential real estate loans were for properties under construction.

The Company's loans to depository institutions decreased $60.0 million, or 100.0%, from December 31, 2007. Installment loans decreased $4.7 million, or 9.7%, from $48.3 million at December 31, 2007 to $43.6 million at December 31, 2008.

As of December 31, 2008, the Company reported $4.2 million of loans classified as "previously securitized loans." These loans were recorded as a result of the Company's early redemption of the outstanding notes attributable to the Company's six loan securitization trusts (see *Retained Interests and Previously Securitized Loans*). As the outstanding notes were redeemed during 2004 and 2003, the Company became the beneficial owner of the remaining mortgage loans and recorded the carrying amount of those loans within the loan portfolio, classified as "previously securitized loans." These loans are junior lien mortgage loans on one- to four-family residential properties located throughout the United States. The loans generally have contractual terms of 25 or 30 years and have fixed interest rates. The Company expects this balance to continue to decline as borrowers remit principal payments on the loans.

The following table shows the scheduled maturity of loans outstanding as of December 31, 2008:

(in thousands)	Within One Year	After One But Within Five Years	After Five Years	Total
Residential real estate – mortgage	$ 236,423	$ 338,076	$ 37,463	$ 611,962
Home equity	80,462	149,956	153,902	384,320
Commercial, financial, and agriculture	304,890	362,596	100,769	768,255
Installment loans to individuals	23,189	20,291	105	43,585
Previously securitized loans	1,027	1,833	1,362	4,222
Total loans	$ 645,991	$ 872,752	$ 293,601	$ 1,812,344
Loans maturing after one year with interest rates that are:				
Fixed until maturity		$ 255,983		
Variable or adjustable		910,370		
Total		$ 1,166,353		

ALLOWANCE AND PROVISION FOR LOAN LOSSES

Management systematically monitors the loan portfolio and the adequacy of the allowance for loan losses on a quarterly basis to provide for probable losses inherent in the portfolio. Management assesses the risk in each loan type based on historical trends, the general economic environment of its local markets, individual loan performance, and other relevant factors. Individual credits are selected throughout the year for detailed loan reviews, which are utilized by management to assess the risk in the portfolio and the adequacy of the allowance. Due to the nature of commercial lending, evaluation of the adequacy of the allowance as it relates to these loan types is often based more upon specific credit review, with consideration given to the potential impairment of certain credits and historical loss rates, adjusted for general economic conditions and other inherent risk factors. Conversely, due to the homogeneous nature of the real estate and installment portfolios, the portions of the allowance allocated to those portfolios are primarily based on prior loss history of each portfolio, adjusted for general economic conditions and other inherent risk factors.

In evaluating the adequacy of the allowance for loan losses, management considers both quantitative and qualitative factors. Quantitative factors include actual repayment characteristics and loan performance, cash flow analyses, and estimated fair values of underlying collateral. Qualitative factors generally include overall trends within the portfolio, composition of the portfolio, changes in pricing or underwriting, seasoning of the portfolio, and general economic conditions.

The allowance not specifically allocated to individual credits is generally determined by analyzing potential exposure and other qualitative factors that could negatively impact the adequacy of the allowance. Loans not individually evaluated for impairment are grouped by pools with similar risk characteristics and the related historical loss rates are adjusted to reflect current inherent risk factors, such as unemployment, overall economic conditions, concentrations of credit, loan growth, classified and impaired loan trends, staffing, adherence to lending policies, and loss trends.

Determination of the adequacy of the allowance for loan losses is subjective in nature and requires management to periodically reassess the validity of its assumptions. Differences between actual losses and estimated losses are assessed such that management can timely modify its evaluation model to ensure that adequate provision has been made for risk in the total loan portfolio.

Based on management's analysis of the adequacy of the allowance for loan losses during 2008, management determined it was appropriate to record a provision for loan losses of $10.4 million. The provision for loan losses recorded during 2008 reflects the difficulties encountered by certain commercial borrowers of the Company (as discussed below), the downgrade of their related credits, and management's assessment of the impact of these difficulties on the ultimate collectability of the loans. Additionally, the provision reflects an increase in the balance of commercial loans during the year. Changes in the amount of the provision and related allowance are based on the Company's detailed methodology and are directionally consistent with changes in the growth, composition, and the quality of the Company's loan portfolio. The Company believes that its methodology for determining its allowance for loan losses adequately provides for probable losses inherent in the loan portfolio at December 31, 2008.

The Company had net charge-offs of $5.8 million for the year ended December 31 2008. Net charge-offs on commercial and residential loans were $3.0 and $1.4 million, respectively, for the year ended December 31, 2008. Charge-offs for commercial and residential loans were primarily related to loans that had been appropriately considered in establishing the allowance for loan losses in prior periods. In addition, overdrawn depository accounts experienced net charge-offs of $1.4 million during 2008. While charge-offs on depository accounts are appropriately taken against the ALLL, the revenue associated with depository accounts is reflected in service charges.

The Company's ratio of non-performing assets to total loans and other real estate owned increased from 1.20% at December 31, 2007 to 1.64% at December 31, 2008. This increase is attributable primarily to the difficulties encountered by certain commercial customers described below during 2008 and their related borrowings have been classified as substandard.

Approximately 48% of the Company's nonperforming loans at December 31, 2008, or approximately $12 million, were associated with a $17 million portfolio of loans to builders of speculative homes at the Greenbrier Resort in White Sulphur Springs, West Virginia. These loans are considered to be commercial loans due to the dollar amount of the borrowings, although the loans were used to purchase lots and to construct upper-scale single-family residences at the Greenbrier Resort. Construction loan terms were originally interest only for 12 months. All loans are collateralized by completed homes and eight residential lots. Through December 31, 2008, the Company has specifically reserved $3.6 million of the allowance for loan losses and had additionally charged-off $0.9 million associated with this portfolio of speculative properties. During the first quarter of 2009, two of the completed residences were foreclosed and taken into the Company's Other Real Estate Owned. The Greenbrier Resort has a long history and tradition as a top resort destination and is owned by CSX Corporation. However, the current economic scenario has been challenging for the Greenbrier which lost $35 million in 2008 according to CSX Corporation. Additionally, CSX

Corporation has reported hiring Goldman Sachs, an investment banking firm, to apprise them of their strategic options regarding the Greenbrier. The Company has considered the uncertainty of the situation at the Greenbrier, arising in the fourth quarter of 2008, and has increased the provision for loan losses relative to this portfolio of speculative builders by $1.15 million during the fourth quarter of 2008. Based on our analysis, the Company believes that the allowance allocated to the nonperforming and substandard loans, after considering the value of the collateral securing such loans, is adequate to cover losses that may result from these loans at December 31, 2008. While the Company's non-performing assets have increased, our ratio of non-performing assets to total loans and other real estate owned is 136 basis points lower than that of our peer group (bank holding companies with total assets between $1 and $5 billion), which reported average non-performing assets as a percentage of loans and other real estate owned of 3.00% for the most recently reported quarter ended September 30, 2008. The Company's non-performing assets are disproportionately tied to two sub-sectors within the loan portfolio.

In addition to the 48% of the Company's non-performing loans associated with speculative builders at the Greenbrier, slightly more than 25% of the Company's non-performing assets are associated with real estate in what is known as the "Eastern Panhandle" of West Virginia – the counties of Jefferson, Berkeley, and Morgan. These three counties are all considered distant suburbs of the Washington D.C. MSA and have experienced explosive growth in the last 10 years. While this is a relatively small part of the Company's entire franchise (representing approximately 16% of the Company's total loans outstanding at December 31, 2008), the downturn that has gripped the nation's mortgage and construction industry has had disproportionately more impact upon the Company's asset quality and provision in this region than in the remainder of the Company. Exclusive of loans to speculative builders at the Greenbrier or loans in the Eastern Panhandle, other loans throughout the Company account for only 27% of the Company's non-performing loans. The Company believes its methodology for determining the adequacy of its allowance adequately provides for probable losses inherent in the loan portfolio and produces a provision for loan losses that is directionally consistent with changes in asset quality and loss experience.

The allowance allocated to the commercial loan portfolio increased $4.0 million, or 36.0%, from $11.1 million at December 31, 2007 to $15.1 million at December 31, 2008. This increase was due to recent trends in the commercial portfolio and increases in commercial balances. As discussed previously, borrowers involved in speculative building at the Greenbrier and real estate lending in the "Eastern Panhandle" of West Virginia, encountered difficulties during 2008 that resulted in their loans being classified as substandard and allowances being allocated as necessary for potential losses. These loans are considered commercial real estate due to the intent of the borrowers to sell the properties and the amount of the loans. As of December 31, 2008, commercial balances totaled $768.3 million, a $60.3 million (8.5%) increase from December 31, 2007.

The allowance allocated to the real estate portfolio increased from $3.6 million at December 31, 2007 to $4.6 million at December 31, 2008. Increases in balances in this portfolio of 1.6% from December 31, 2007 have been partially offset by improvements in the asset quality of this portfolio. The majority of our market areas have experienced only modest increases and decreases in price over the last 5 years. An area that the Company serves that has experienced some declines in the market values of residential real estate properties has been the "Eastern Panhandle" of West Virginia. The estimated impact of potential decreases has been appropriately considered in our quarterly evaluation of the adequacy of the allowance for loan losses.

The allowance allocated to the consumer loan portfolio decreased $0.1 million, or 45.2%, from $0.3 million at December 31, 2007 to $0.2 million at December 31, 2008. The decrease was attributable to changes in loss experience which decreased 46% from December 31, 2006 to December 31, 2007. This decrease was partially offset by an increase of $4.7 million, or 9.7%, in consumer loans from December 31, 2007 to December 31, 2008.

Certain products offered by the Company permit customers to overdraft their depository accounts. While the Company generates service charge revenues for providing this service to the customer, certain deposit account overdrafts are not fully repaid by the customer resulting in losses incurred. The Company has provided for probable losses resulting from overdraft deposit account borrowings through its allowance for loan losses. As reflected in Table Six, the Company reported net charge-offs on depository accounts of $1.4 and $2.0 million during 2008 and 2007, respectively. As of December 31, 2008, the balance of overdraft deposit accounts was $2.6 million and is included in installment loans to individuals in Note Four of Notes to Consolidated Financial Statements. The Company allocated $2.4 million (see Table Eight) of its allowance for loan losses as of December 31, 2008, to provide for probable losses resulting from overdraft deposit accounts.

As previously discussed, the carrying value of the previously securitized loans incorporates an assumption for expected cash flows to be received over the life of these loans. To the extent that the present value of expected cash flows is less than the carrying value of these loans, the Company would provide for such losses through the provision and allowance for loan losses.

Based on the Company's analysis of the adequacy of the allowance for loan losses and in consideration of the known factors utilized in computing the allowance, management believes that the allowance for loan losses as of December 31, 2008, is adequate to provide for probable losses inherent in the Company's loan portfolio. Future provisions for loan losses will be dependent upon trends in loan balances including the composition of the loan portfolio, changes in loan quality and loss experience trends, and recoveries of previously charged-off loans, among other factors.

TABLE SIX
ANALYSIS OF THE ALLOWANCE FOR LOAN LOSSES

An analysis of changes in the allowance for loan losses follows:

(in thousands)	**2008**	2007	2006	2005	2004
Balance at beginning of year	**$ 17,581**	$ 15,405	$ 16,790	$ 17,815	$ 21,426
Allowance from acquisition	-	-	-	3,265	-
Reduction of allowance for loans sold	-	-	(1,368)*	-	-
Charge-offs:					
Commercial, financial, and agricultural	**(3,064)**	(514)	(1,279)	(1,673)	(2,040)
Real estate-mortgage	**(1,590)**	(1,006)	(935)	(1,491)	(1,164)
Installment loans to individuals	**(243)**	(343)	(898)	(1,711)	(2,071)
Overdraft deposit accounts	**(3,151)**	(3,789)	(3,823)	(3,584)	(2,614)
Totals	**(8,048)**	(5,652)	(6,935)	(8,459)	(7,889)
Recoveries:					
Commercial, financial, and agricultural	**38**	231	210	605	1,809
Real estate-mortgage	**223**	87	575	303	576
Installment loans to individuals	**296**	416	598	679	792
Overdraft deposit accounts	**1,741**	1,744	1,734	1,182	1,101
Totals	**2,298**	2,478	3,117	2,769	4,278
Net charge-offs	**(5,750)**	(3,174)	(3,818)	(5,690)	(3,611)
Provision for loan losses	**10,423**	5,350	3,801	1,400	-
Balance at end of year	**$ 22,254**	$ 17,581	$ 15,405	$ 16,790	$ 17,815
As a Percent of Average Total Loans					
Net charge-offs	**0.33%**	0.18%	0.23%	0.38%	0.27%
Provision for loan losses	**0.60**	0.31	0.23	0.09	-
As a Percent of Nonperforming and Potential Problem Loans					
Allowance for loan losses	**86.07%**	104.49%	384.93%	401.96%	487.28%

*- The Company is not under any commitment to repurchase any of the outstanding balances sold with respect to this sale.

TABLE SEVEN
NON-ACCRUAL, PAST-DUE AND RESTRUCTURED LOANS

Nonperforming assets at December 31 follows:

(in thousands)	**2008**	2007	2006	2005	2004
Non-accrual loans	**$ 25,224**	$ 16,437	$ 3,319	$ 2,785	$ 2,147
Accruing loans past due 90 days or more	**623**	314	635	1,124	677
Previously securitized loans past due 90 days or more	**10**	76	48	268	832
	$ 25,857	$ 16,827	$ 4,002	$ 4,177	$ 3,656

The increase in non-accrual loans is directly related to the difficulties encountered by borrowers involved in speculative building at the Greenbrier and in the "Eastern Panhandle" of West Virginia as discussed previously. At December 31, 2008, management was not aware of any other potential problem loans other than those included in Table Seven.

The Company recognized approximately $1.2 million, $0.8 million, and $0.1 million of interest income received in cash on non-accrual and impaired loans in 2008, 2007 and 2006, respectively. Approximately $0.3 million, $0.4 million, and $0.2 million of interest income would have been recognized during 2008, 2007 and 2006, respectively, if such loans had been current in accordance with their original terms. There were no commitments to provide additional funds on non-accrual, impaired, or other potential problem loans at December 31, 2008 and 2007.

Interest on loans is accrued and credited to operations based upon the principal amount outstanding. The accrual of interest income is generally discontinued when a loan becomes 90 days past due as to principal or interest unless the loan is well collateralized and in the process of collection. When interest accruals are discontinued, interest credited to income in the current year that is unpaid and deemed uncollectible is charged to operations. Prior-year interest accruals that are unpaid and deemed uncollectible are charged to the allowance for loan losses, provided that such amounts were specifically reserved.

TABLE EIGHT
ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES

A summary of the allocation of the allowance for loan losses by loan type at December 31 follows:

(dollars in thousands)	**2008**		2007		2006		2005		2004	
	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans
Commercial, financial and agricultural	**$ 15,128**	**42%**	$ 11,097	43%	$ 8,330	40%	$ 7,613	39%	$ 10,655	35%
Residential real estate-mortgage	**4,583**	**55**	3,605	54	3,981	56	3,977	57	3,151	62
Installment loans to individuals	**190**	**3**	347	3	801	4	2,819	4	2,552	3
Overdraft deposit accounts	**2,353**	**–**	2,532	-	2,293	-	2,381	-	1,457	-
	$ 22,254	**100%**	$ 17,581	100%	$ 15,405	100%	$ 16,790	100%	$ 17,815	100%

PREVIOUSLY SECURITIZED LOANS

Overview: Between 1997 and 1999, the Company originated and securitized approximately $759.8 million in 125% loan to junior-lien underlying mortgages in six separate pools. The Company had a retained interest in the securitizations. Principal amounts owed to investors in the securitizations were evidenced by securities ("Notes"). During 2004 and 2003, the Company exercised its early redemption option on each of those securitizations. Once the Notes were redeemed, the Company became the beneficial owner of the underlying mortgage loans and recorded the loans as assets of the Company within the loan portfolio.

As the Company redeemed the outstanding Notes, no gain or loss was recognized in the Company's financial statements and the remaining mortgage loans were recorded in the Company's loan portfolio as "previously securitized loans," at the lower of carrying value or fair value. Because the carrying value of the mortgage loans incorporated assumptions for expected prepayment and default rates, the carrying value of the loans were generally less than the actual outstanding contractual balance of the loans. As of December 31, 2008 and 2007, the Company reported a carrying value of previously securitized loans of $4.2 million and $6.9 million, respectively, while the actual outstanding contractual balance of these loans was $19.0 million and $24.1 million, respectively. The Company accounts for the difference between the carrying value and the outstanding balance of previously securitized loans as an adjustment of the yield earned on these loans over their remaining lives. The discount is accreted to income over the period during which payments are probable of collection and are reasonably estimable. If, upon periodic evaluation, the estimate of the total probable collections is reduced below the original value of the loans, an impairment charge would be provided through the Company's provision for loan losses. For a further discussion of the accounting policies for previously securitized loans, please see Note One to the Consolidated Financial Statements, on page 32 of this Annual Report to Shareholders.

During 2008, 2007, and 2006, the Company recognized $5.6 million, $7.3 million, and $9.4 million, respectively, of interest income on its previously securitized loans. Cash receipts for 2008, 2007, and 2006 are summarized in the following table:

(in thousands)	2008	2007	2006
Principal receipts	$ 5,458	$ 12,207	$ 18,829
Interest receipts	2,965	3,855	5,374
Total cash receipts	$ 8,423	$ 16,062	$ 24,203

Key assumptions used in estimating the cash flows and fair value of the Company's previously securitized loans as of December 31, 2008 and 2007, were as follows:

	December 31	
	2008	2007
Prepayment speed (CPR):		
From January 2008 – March 2008	-	16%
From April 2008 – December 2008	-	15%
From January 2009 – December 2009	9%	13%
From January 2010 – December 2012	9%	9%
Thereafter	5%	5%
Weighted-average cumulative defaults	9.39%	9.54%

The balances of previously securitized loans are comprised of six different pools. The Company monitors prepayments by pool and as a result of updated information, the prepayment factors are updated accordingly.

The projected cumulative default rate is computed using actual loan defaults experienced life-to-date plus forecasted loan defaults projected over the remaining expected life of the loans.

Summary: The following table summarizes the activity with the reported balance of previously securitized loans during 2008 and 2007 and illustrates the impact on these balances of converting the retained interest asset to loans:

(in thousands)	Previously Securitized Loans
Balance at December 31, 2006	**$ 15,597**
Principal payments on mortgage loans received from borrowers	(12,207)
Discount accretion	3,502
Balance at December 31, 2007	**$ 6,892**
Principal payments on mortgage loans received from borrowers	**(5,458)**
Discount accretion	**2,788**
Balance at December 31, 2008	**$ 4,222**

GOODWILL

The Company evaluates the recoverability of goodwill and indefinite lived intangible assets annually as of November 30, or more frequently if events or changes in circumstances warrant, such as a material adverse change in the business. Goodwill is considered to be impaired when the carrying value of a reporting unit exceeds its estimated fair value. Indefinite-lived intangible assets are considered impaired if their carrying value exceeds their estimated fair value. As described in Note One of the Company's Consolidated Financial Statements, the Company conducts its business activities through one reportable business segment – community banking. Fair values are estimated by reviewing the Company's stock price as it compares to book value and the Company's reported earnings. In addition, the impact of future earnings and activities are considered in the Company's analysis. The Company has $54.9 million of goodwill at December 31, 2008.

CERTIFICATES OF DEPOSIT

Scheduled maturities of time certificates of deposit of $100,000 or more outstanding at December 31, 2008, are summarized in Table Nine. The Company has time certificates of deposit of $100,000 or more totaling $262.0 million. These deposits are primarily small retail depositors of the bank as demonstrated by the average balance of time certificates of deposit of $100,000 or more being less than $150,000.

TABLE NINE
MATURITY DISTRIBUTION OF CERTIFICATES OF DEPOSIT OF $100,000 OR MORE

(in thousands)	Amounts	Percentage
Three months or less	$ 51,723	20%
Over three months through six months	52,036	20
Over six months through twelve months	55,980	21
Over twelve months	102,288	39
Total	$ 262,027	100%

CONTRACTUAL OBLIGATIONS

The Company has various financial obligations that may require future cash payments according to the terms of the obligations. Demand, both noninterest- and interest-bearing, and savings deposits are, generally, payable immediately upon demand at the request of the customer. Therefore, the contractual maturity of these obligations is presented in the following table as "less than one year." Time deposits, typically CDs, are customer deposits that are evidenced by an agreement between the Company and the customer that specify stated maturity dates and early withdrawals by the customer are subject to penalties assessed by the Company. Short-term borrowings and long-term debt represent borrowings of the Company and have stated maturity dates. The Company is not a party to any material capital or operating leases as of December 31, 2008. The composition of the Company's contractual obligations as of December 31, 2008 is presented in the following table:

TABLE TEN
CONTRACTUAL OBLIGATIONS

	Contractual Maturity in				
(in thousands)	Less than One Year	Between One and Three Years	Between Three and Five Years	Greater than Five Years	Total
Noninterest-bearing demand deposits	$ 298,530	$ -	$ -	$ -	$ 298,530
Interest-bearing demand deposits [(1)]	422,484	-	-	-	422,484
Savings deposits [(1)]	357,417	-	-	-	357,417
Time deposits [(1)]	642,176	330,561	45,204	149	1,018,090
Short-term borrowings [(1)]	204,589	-	-	-	204,589
Long-term debt [(1)]	1,030	4,007	2,348	19,003	26,388
Total Contractual Obligations	$ 1,926,226	$ 334,568	$ 47,552	$ 19,152	$ 2,327,498

[(1)] – Includes interest on both fixed- and variable-rate obligations. The interest associated with variable-rate obligations is based upon interest rates in effect at December 31, 2008. The contractual amounts to be paid on variable-rate obligations are affected by market interest rates that could materially affect the contractual amounts to be paid.

The Company's liability for uncertain tax positions at December 31, 2008 was $0.3 million pursuant to FASB Interpretation No. 48. This liability represents an estimate of tax positions that the Company has taken in its tax returns that may ultimately not be sustained upon examination by tax authorities. As the ultimate amount and timing of any future cash settlements cannot be predicted with reasonable reliability, this estimated liability has been excluded from the contractual obligations table.

OFF –BALANCE SHEET ARRANGEMENTS

As disclosed in Note Sixteen of Notes to Consolidated Financial Statements, the Company has also entered into agreements to extend credit or provide conditional payments pursuant to standby and commercial letters of credit. While the outstanding commitment obligation is not recorded in the Company's financial statements, the estimated fair value, which is not material to the Company's financial statements, of the standby letters of credit is recorded in the Company's Consolidated Balance Sheets as of December 31, 2008 and 2007. As a result of the Company's off-balance sheet arrangements for 2007 and 2008, no material revenue, expenses, or cash flows were recognized. In addition, the Company had no other indebtedness, retained interests nor were any securities issued in connection with any off-balance sheet arrangements for 2007 and 2008. Also there were no other obligations or liabilities of the Company that were or were reasonably likely to become material at December 31, 2007 or December 31, 2008.

CAPITAL RESOURCES

During 2008, Shareholders' Equity decreased $13.6 million, or 4.6%, from $294.0 million at December 31, 2007, to $280.4 million at December 31, 2008. This decrease was due to cash dividends declared during the year of $21.9 million, common stock purchases for treasury of $11.0 million, and a $11.2 million decrease in accumulated other comprehensive income that were partially offset by reported net income of $28.1 million for 2008.

The Company repurchased 337,060 shares during 2008 at a weighted average price of $32.56. However, there can be no assurance that the Company will continue to reacquire its common shares or to what extent the repurchase program will be successful.

The $11.2 million decrease in accumulated other comprehensive income was due to a $13.8 million, net of tax, unrealized loss on the Company's available for sale investment securities (see Note Three of Notes to Consolidated Financial Statements); and a $2.3 million, net of tax, increase in underfunded pension obligations (see Note Fourteen of Notes to Consolidated Financial Statements). These decreases were partially offset by a $4.9 million, net of tax, unrealized gain on interest rate floors.

During 2007, Shareholders' Equity decreased $11.3 million, or 3.7%, from $305.3 million at December 31, 2006, to $294.0 million at December 31, 2007. This decrease was due to common stock purchases for treasury of $48.2 million and cash dividends declared during the year of $20.7 million that were partially offset by reported net income of $51.0 million for 2007 and a $6.2 million increase in accumulated other comprehensive income.

Regulatory guidelines require the Company to maintain a minimum total capital to risk-adjusted assets ratio of 8.00%, with at least one-half of capital consisting of tangible common shareholders' equity and a minimum Tier I leverage ratio of 4.00%. Similarly, City National is also required to maintain minimum capital levels as set forth by various regulatory agencies. Under capital adequacy guidelines, City National is required to maintain minimum total capital, Tier I capital, and leverage ratios of 8.00%, 4.00%, and 4.00%, respectively. To be classified as "well capitalized," City National must maintain total capital, Tier I capital, and leverage ratios of 10.00%, 6.00%, and 5.00%, respectively.

The Capital Securities issued by City Holding Capital Trust III ("Trust III") qualify as regulatory capital for the Company under guidelines established by the Federal Reserve Board. The Company's regulatory capital ratios remained strong for both City Holding and City National as of December 31, 2008, as illustrated in the following table:

			Actual	
		Well-	**December 31**	
	Minimum	Capitalized	**2008**	2007
City Holding:				
Total	8.00%	10.00%	**13.43%**	15.11%
Tier I Risk-based	4.00	6.00	**12.25**	14.12
Tier I Leverage	4.00	5.00	**9.47**	10.31
City National:				
Total	8.00%	10.00%	**11.48%**	13.51%
Tier I Risk-based	4.00	6.00	**10.27**	12.51
Tier I Leverage	4.00	5.00	**7.97**	9.08

LEGAL ISSUES

The Company and City National are engaged in various legal actions in the ordinary course of business. As these legal actions are resolved, the Company or City National could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately decided. There can be no assurance that the ultimate resolution of current actions will not materially impact the financial statements or that there will be no material actions presented in the future.

RECENT ACCOUNTING PRONOUNCEMENTS AND DEVELOPMENTS

Note One, "Recent Accounting Pronouncements," of Notes to Consolidated Financial Statements discusses recently issued new accounting pronouncements and their expected impact on the Company's consolidated financial statements.

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain forward-looking statements that are included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such information involves risks and uncertainties that could cause the Company's actual results to differ from those projected in the forward-looking information. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include, but are not limited to those set forth in the Company's Annual Report on Form 10-K under "Risk Factors" and the following: (1) the Company may incur additional loan loss provision due to negative credit quality trends in the future that may lead to a deterioration of asset quality; (2) the Company may incur increased charge-offs in the future; (3) the Company may experience increases in the default rates on previously securitized loans that would result

in impairment losses or lower the yield on such loans; (4) the Company may not continue to benefit from strong recovery efforts on previously securitized loans resulting in improved yields on these assets; (5) the Company could have adverse legal actions of a material nature; (6) the Company may face competitive loss of customers; (7) the Company may be unable to manage its expense levels; (8) the Company may have difficulty retaining key employees; (9) changes in the interest rate environment may have results on the Company's operations materially different from those anticipated by the Company's market risk management functions; (10) changes in general economic conditions and increased competition could adversely affect the Company's operating results; (11) changes in other regulations and government policies affecting bank holding companies and their subsidiaries, including changes in monetary policies, could negatively impact the Company's operating results; (12) the Company may experience difficulties growing loan and deposit balances; (13) the current economic environment poses significant challenges for us and could adversely affect our financial condition and results of operations; (14) continued deterioration in the financial condition of the U.S. banking system may impact the valuations of investments the Company has made in the securities of other financial institutions resulting in either actual losses or other than temporary impairments on such investments; and (15) the United States government's plan to purchase large amounts of illiquid, mortgage-backed and other securities from financial institutions may not be effective and/or it may not be available to us. Forward-looking statements made herein reflect management's expectations as of the date such statements are made. Such information is provided to assist stockholders and potential investors in understanding current and anticipated financial operations of the Company and is included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date such statements are made.

Report on Management's Assessment of Internal Control Over Financial Reporting

The management of City Holding Company is responsible for the preparation, integrity, and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements of City Holding Company have been prepared in accordance with U.S. generally accepted accounting principles and, necessarily include some amounts that are based on the best estimates and judgments of management.

The management of City Holding Company is responsible for establishing and maintaining adequate internal control over financial reporting that is designed to produce reliable financial statements in conformity with U.S. generally accepted accounting principles. The system of internal control over financial reporting is evaluated for effectiveness by management and tested for reliability through a program of internal audits with actions taken to correct potential deficiencies as they are identified. Because of inherent limitations in any internal control system, no matter how well designed, misstatements due to error or fraud may occur and not be detected, including the possibility of the circumvention or overriding of controls. Accordingly, even an effective internal control system can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, internal control effectiveness may vary over time.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008 based upon the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on our assessment, management believes that, as of December 31, 2008, the Company's system of internal control over financial reporting is effective based on those criteria. Ernst & Young, LLP, the Company's independent registered public accounting firm, has issued an attestation report on the effectiveness of internal control over financial reporting. This report appears on page 24.

March 2, 2009

/s/ Charles R. Hageboeck
Charles R. Hageboeck
President and Chief Executive Officer

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON EFFECTIVENESS OF INTERNAL CONTROL OVER FINANCIAL REPORTING

Audit Committee of the Board of Directors and the
Shareholders of City Holding Company

We have audited City Holding Company's internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). City Holding Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report on Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on City Holding Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, City Holding Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2008 and 2007, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2008 of City Holding Company and our report dated March 2, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Charleston, West Virginia
March 2, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON CONSOLIDATED FINANCIAL STATEMENTS

Audit Committee of the Board of Directors and the
Shareholders of City Holding Company

We have audited the accompanying consolidated balance sheets of City Holding Company and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of City Holding Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of City Holding Company and subsidiaries at December 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), City Holding Company's internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 2, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Charleston, West Virginia
March 2, 2009

CONSOLIDATED BALANCE SHEETS

CITY HOLDING COMPANY AND SUBSIDIARIES

(in thousands)	December 31 2008	2007
Assets		
Cash and due from banks	$ 55,511	$ 64,726
Interest-bearing deposits in depository institutions	4,118	9,792
Cash and Cash Equivalents	59,629	74,518
Investment securities available-for-sale, at fair value	424,214	382,098
Investment securities held-to-maturity, at amortized cost (approximate fair value at December 31, 2008 and 2007 - $22,050 and $35,198, respectively)	29,067	34,918
Total Investment Securities	453,281	417,016
Gross loans	1,812,344	1,767,021
Allowance for loan losses	(22,254)	(17,581)
Net Loans	1,790,090	1,749,440
Bank-owned life insurance	70,400	64,467
Premises and equipment	60,138	54,635
Accrued interest receivable	9,024	11,254
Net deferred tax assets	48,462	20,633
Intangible assets	57,479	58,238
Other assets	33,943	32,566
Total Assets	$ 2,582,446	$ 2,482,767
Liabilities		
Deposits:		
Noninterest-bearing	$ 298,530	$ 314,231
Interest-bearing:		
Demand deposits	420,554	397,510
Savings deposits	354,956	350,607
Time deposits	967,090	927,733
Total Deposits	2,041,130	1,990,081
Short-term borrowings	194,463	161,916
Long-term debt	19,047	4,973
Other liabilities	47,377	31,803
Total Liabilities	2,302,017	2,188,773
Shareholders' Equity		
Preferred stock, par value $25 per share: 500,000 shares authorized; none issued	–	-
Common stock, par value $2.50 per share: 50,000,000 shares authorized; 18,499,282 shares issued at December 31, 2008 and 2007, less 2,548,538 and 2,292,357 shares in treasury, respectively	46,249	46,249
Capital surplus	102,895	103,390
Retained earnings	230,613	224,386
Cost of common stock in treasury	(88,729)	(80,664)
Accumulated other comprehensive (loss) income:		
Unrealized loss on securities available-for-sale	(15,628)	(1,783)
Unrealized gain on derivative instruments	9,287	4,390
Underfunded pension liability	(4,258)	(1,974)
Total Accumulated Other Comprehensive (Loss) Income	(10,599)	633
Total Shareholders' Equity	280,429	293,994
Total Liabilities and Shareholders' Equity	$ 2,582,446	$ 2,482,767

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME
CITY HOLDING COMPANY AND SUBSIDIARIES

(in thousands, except per share data)	Year Ended December 31 2008	2007	2006
Interest Income			
Interest and fees on loans	$ **122,127**	$ 128,609	$ 123,945
Interest on investment securities:			
Taxable	**23,852**	25,677	28,418
Tax-exempt	**1,523**	1,689	1,782
Interest on loans held for sale	**-**	-	322
Interest on deposits in depository institutions	**171**	521	1,477
Interest on federal funds sold	**-**	819	179
Total Interest Income	**147,673**	157,315	156,123
Interest Expense			
Interest on deposits	**41,906**	51,826	44,046
Interest on short-term borrowings	**2,629**	6,642	5,099
Interest on long-term debt	**1,383**	1,808	4,579
Total Interest Expense	**45,918**	60,276	53,724
Net Interest Income	**101,755**	97,039	102,399
Provision for loan losses	**10,423**	5,350	3,801
Net Interest Income After Provision for Loan Losses	**91,332**	91,689	98,598
Noninterest Income			
Investment securities (losses) gains	**(38,265)**	45	(1,995)
Service charges	**45,995**	44,416	42,559
Insurance commissions	**4,212**	4,090	2,335
Trust and investment management fee income	**2,239**	2,042	2,140
Bank-owned life insurance	**2,932**	2,477	2,352
Gain on sale of retail credit card portfolio and merchant agreements	**-**	1,500	3,563
VISA IPO Gain	**3,289**	-	-
Other income	**1,534**	1,566	3,249
Total Noninterest Income	**21,936**	56,136	54,203
Noninterest Expense			
Salaries and employee benefits	**37,263**	36,034	34,484
Occupancy and equipment	**6,871**	6,366	6,481
Depreciation	**4,523**	4,472	4,219
Professional fees	**1,680**	1,628	1,760
Postage, delivery, and statement mailings	**2,549**	2,588	2,832
Advertising	**2,899**	3,123	3,216
Telecommunications	**1,916**	1,809	2,048
Bankcard expenses	**2,689**	2,354	1,964
Insurance and regulatory	**1,388**	1,555	1,528
Office supplies	**2,021**	1,838	1,578
Repossessed asset losses (gains), net of expenses	**524**	(157)	(98)
Loss on early extinguishment of debt	**1,208**	-	1,368
Other expenses	**10,141**	9,403	9,905
Total Noninterest Expense	**75,672**	71,013	71,285
Income Before Income Taxes	**37,596**	76,812	81,516
Income tax expense	**9,487**	25,786	28,329
Net Income	$ **28,109**	$ 51,026	$ 53,187
Basic earnings per common share	$ **1.74**	$ 3.02	$ 3.00
Diluted earnings per common share	$ **1.74**	$ 3.01	$ 2.99
Dividends declared per common share	$ **1.36**	$ 1.24	$ 1.12
Average common shares outstanding:			
Basic	**16,118**	16,877	17,701
Diluted	**16,167**	16,935	17,762

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

CITY HOLDING COMPANY AND SUBSIDIARIES

(in thousands)	Common Stock (Par Value)	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Total Shareholders' Equity
Balances at December 31, 2005	46,249	104,435	160,747	(8,012)	(11,278)	292,141
Comprehensive income:						
Net income	-	-	53,187	–	–	53,187
Other comprehensive gain, net of deferred income tax benefit of $1,655:						
Unrealized gain on securities of $5,645, net of tax and reclassification adjustments for losses included in net income of $1,995	-	–	–	2,190	–	2,190
Unrealized loss on interest rate floors of $350, net of tax	-	–	–	(210)	–	(210)
Decrease in underfunded pension liability of $838, net of tax	-	–	–	503	–	503
Total comprehensive income						55,670
Cash dividends declared ($1.12 per share)	-	–	(19,721)	–	–	(19,721)
Issuance of stock award shares, net	–	239	–	–	245	484
Exercise of 46,243 stock options	-	(900)	–	–	1,698	798
Excess tax benefit on stock-based compensation	-	269	–	–	–	269
Purchase of 666,753 common shares for treasury	-	–	–	–	(24,334)	(24,334)
Balances at December 31, 2006	$ 46,249	$ 104,043	$ 194,213	$ (5,529)	$ (33,669)	$ 305,307
Comprehensive income:						
Cumulative effect of adoption of FIN 48	-	-	(125)	–	–	(125)
Net income	-	-	51,026	–	–	51,026
Other comprehensive gain, net of deferred income tax benefit of $10,270:						
Unrealized gain on securities of $1,443, net of tax	–	–	–	866	–	866
Unrealized gain on interest rate floors of $7,667, net of tax	-	–	–	4,600	–	4,600
Decrease in underfunded pension liability of $1,160, net of tax	-	–	–	696	–	696
Total comprehensive income						57,188
Cash dividends declared ($1.24 per share)	-	–	(20,728)	–	–	(20,728)
Issuance of stock award shares, net	-	(515)	–	–	942	427
Exercise of 7,300 stock options	–	(141)	–	–	295	154
Excess tax benefit on stock-based compensation	-	3	–	–	–	3
Purchase of 1,314,112 common shares for treasury	-	–	–	–	(48,232)	(48,232)
Balances at December 31, 2007	$ 46,249	$ 103,390	$ 224,386	$ 633	$ (80,664)	$ 293,994

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY *(CONTINUED)*

CITY HOLDING COMPANY AND SUBSIDIARIES

(in thousands)	Common Stock (Par Value)	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Total Shareholders' Equity
Balances at December 31, 2007	$ 46,249	$ 103,390	$ 224,386	$ 633	$ (80,664)	$ 293,994
Comprehensive income:						
Net income	–	–	**28,109**	–	–	**28,109**
Other comprehensive gain, net of deferred income tax benefit of $18,519:						
Unrealized loss on securities of $22,828, net of tax	–	–	–	**(13,845)**	–	**(13,845)**
Unrealized gain on interest rate floors of $8,074, net of tax	–	–	–	**4,897**	–	**4,897**
Increase in underfunded pension liability of $3,766, net of tax	–	–	–	**(2,284)**	–	**(2,284)**
Total comprehensive income						**16,877**
Cash dividends declared ($1.36 per share)	–	–	**(21,882)**	–	–	**(21,882)**
Issuance of stock award shares, net	–	**(12)**	–	–	**491**	**479**
Exercise of 66,454 stock options	–	**(749)**	–	–	**2,418**	**1,669**
Excess tax benefit on stock-based compensation	–	**266**	–	–	–	**266**
Purchase of 337,060 common shares for treasury	–	–	–	–	**(10,974)**	**(10,974)**
Balances at December 31, 2008	**$ 46,249**	**$ 102,895**	**$ 230,613**	**$ (10,599)**	**$ (88,729)**	**$ 280,429**

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

CITY HOLDING COMPANY AND SUBSIDIARIES

(in thousands)	Year Ended December 31 2008	2007	2006
Operating Activities			
Net income	**$ 28,109**	$ 51,026	$ 53,187
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization and accretion	**(1,195)**	(2,309)	(2,596)
Depreciation of premises and equipment	**4,523**	4,472	4,219
Provision for loan losses	**10,423**	5,350	3,801
Loss on early extinguishments of debt	**1,208**	-	1,368
Deferred income tax (benefit) expense	**(14,449)**	(1,176)	2,516
Net periodic pension cost	**50**	236	246
Increase in value of bank-owned life insurance	**(2,933)**	(2,477)	(2,352)
Proceeds from bank-owned life insurance	**–**	205	126
Gain from sale of retail credit card portfolio and merchant agreements	**–**	(1,500)	(3,563)
Loss on sale of premises and equipment	**125**	-	15
Realized investment securities losses (gains)	**38,265**	(45)	1,995
Decrease in accrued interest receivable	**2,230**	1,083	797
Increase in other assets	**(17,712)**	(4,775)	(2,690)
Increase in other liabilities	**5,916**	258	2,078
Net Cash Provided by Operating Activities	**54,560**	50,348	59,147
Investing Activities			
Proceeds from maturities and calls of securities held to maturity	**1,468**	12,458	7,667
Proceeds from sale of money market and mutual fund available-for-sale securities	**972,269**	1,015,160	1,092,400
Purchases of money market and mutual fund available-for-sale securities	**(972,375)**	(969,052)	(1,093,411)
Proceeds from sales of securities available-for-sale	**3,019**	1,819	57,526
Proceeds from maturities and calls of securities available-for-sale	**56,765**	84,431	79,138
Purchases of securities available-for-sale	**(159,246)**	(41,261)	(57,650)
Net increase in loans	**(47,445)**	(88,566)	(75,475)
Sales of premises and equipment	**340**	15	-
Purchases of premises and equipment	**(10,491)**	(14,433)	(6,381)
Investment in bank owned life insurance	**(3,000)**	(7,000)	-
Proceeds from sale of retail credit card portfolio and merchant agreements	**–**	1,650	13,920
Proceeds from sale of VISA stock	**2,334**	-	-
Proceeds from sale of derivative instruments	**20,454**	-	-
Net Cash (Used in) Provided by Investing Activities	**(135,908)**	(4,779)	17,734
Financing Activities			
Net decrease in noninterest-bearing deposits	**(15,701)**	(6,807)	(55,038)
Net increase in interest-bearing deposits	**66,750**	11,671	111,932
Net increase (decrease) in short-term borrowings	**47,106**	(17,524)	(38,406)
Proceeds from long-term debt	**16,495**	-	-
Repayment of long-term debt	**(100)**	(163)	(15,575)
Redemption of trust preferred securities	**(17,569)**	-	(13,002)
Purchases of treasury stock	**(10,974)**	(48,232)	(24,334)
Proceeds from stock options exercises	**1,669**	154	798
Excess tax benefits from stock-based compensation arrangements	**266**	3	269
Dividends paid	**(21,483)**	(20,601)	(19,350)
Net Cash Provided by (Used in) Financing Activities	**66,459**	(81,499)	(52,706)
(Decrease) Increase in Cash and Cash Equivalents	**(14,889)**	(35,930)	24,175
Cash and cash equivalents at beginning of year	**74,518**	110,448	86,273
Cash and Cash Equivalents at End of Year	**$ 59,629**	$ 74,518	$ 110,448

See notes to consolidated financial statements.

NOTE ONE
SUMMARY OF SIGNIFICANT ACCOUNTING AND REPORTING POLICIES

Summary of Significant Accounting and Reporting Policies: The accounting and reporting policies of City Holding Company and its subsidiaries (the "Company") conform with U. S. generally accepted accounting principles and require management to make estimates and develop assumptions that affect the amounts reported in the financial statements and related footnotes. Actual results could differ from management's estimates. The following is a summary of the more significant policies.

Principles of Consolidation: The consolidated financial statements include the accounts of City Holding Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements.

The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity in conformity with U. S. generally accepted accounting principles. Voting interest entities are entities in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity's activities. The Company consolidates voting interest entities in which it has all, or at least a majority of, the voting interest. As defined in applicable accounting standards, variable interest entities (VIEs) are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in an entity is present when an enterprise has a variable interest, or a combination of variable interests, that will absorb a majority of the entity's expected losses, receive a majority of the entity's expected residual returns, or both. The enterprise with a controlling financial interest, known as the primary beneficiary, consolidates the VIE. The Company's wholly owned subsidiary, City Holding Capital Trust III, is a VIE for which the Company is not the primary beneficiary. Accordingly, the accounts of this entity are not included in the Company's consolidated financial statements.

Description of Principal Markets and Services: The Company is a bank holding company headquartered in Charleston, West Virginia, and conducts its principal activities through its wholly-owned subsidiary, City National Bank of West Virginia ("City National"). City National is a retail and consumer-oriented community bank with 69 offices in West Virginia, Kentucky, and Ohio. Principal activities include providing deposit, credit, trust and investment management, and insurance related products and services. The Company conducts its business activities through one reportable business segment - community banking.

Cash and Due from Banks: The Company considers cash, due from banks, and interest-bearing federal deposits in depository institutions as cash and cash equivalents.

Securities: Management determines the appropriate classification of securities at the time of purchase. If management has the intent and the Company has the ability at the time of purchase to hold debt securities to maturity, they are classified as investment securities held-to-maturity and are stated at amortized cost, adjusted for amortization of premiums and accretion of discounts. Debt securities for which the Company does not have the intent or ability to hold to maturity are classified as investment securities available-for-sale along with the Company's investment in equity securities. Securities available-for-sale are carried at fair value, with the unrealized gains and losses, net of tax, reported in comprehensive income. Securities classified as available-for-sale include securities that management intends to use as part of its asset/liability management strategy and that may be sold in response to changes in interest rates, resultant prepayment risk, and other factors. On a quarterly basis, the Company performs a review of investment securities to determine if any unrealized losses are other than temporarily impaired. In estimating other-than-temporary impairment losses, management considers the following, among other things, in its determination of the nature of the unrealized losses, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

The specific identification method is used to determine the cost basis of securities sold.

Loans: Loans, excluding previously securitized loans, which are discussed separately below, are reported at the principal amount outstanding, net of unearned income. Portfolio loans include those for which management has the intent and City has the ability to hold for the foreseeable future, or until maturity or payoff. The foreseeable future is based upon management's judgement of current business strategies and market conditions, the type of loan, asset/ liability management, and liquidity.

Interest income on loans is accrued and credited to operations based upon the principal amount outstanding, using methods that generally result in level rates of return. Loan origination fees, and certain direct costs, are deferred and amortized as an adjustment to the yield over the term of the loan. The accrual of interest income generally is discontinued when a loan becomes 90 days past due as to principal or interest. Other indicators considered for placing a loan on non-accrual status include the borrower's involvement in bankruptcies, foreclosures, repossessions, litigation and any other situation resulting in doubt as to whether full collection of contractual principal and interest is attainable. When interest accruals are discontinued, unpaid interest recognized in income in the current year is reversed, and interest accrued in prior years is charged to the allowance for loan losses. Management may elect to continue the accrual of interest when the estimated net realizable value of collateral exceeds the principal balance and related accrued interest, and the loan is in process of collection.

Interest income during the period the loan is non-performing is recorded on a cash basis after recovery of principal is reasonably assured. Cash payments received on nonperforming loans are typically applied directly against the outstanding principal balance until the loan is fully repaid. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Residential and home equity loans are generally subject to charge-off when the loan becomes 120 days past due, depending on the estimated fair value of the collateral less cost to dispose, versus the outstanding loan balance. Unsecured commercial loans are generally charged off when the loan becomes 120 days past due. Secured commercial loans are generally evaluated for charge-off when the loan becomes 180 days past due. Closed-end consumer loans are generally charged off when the loan becomes 120 days past due and open-end consumer loans are generally charged off when the loan becomes 180 days past due.

Previously Securitized Loans: Amounts reported in Note Four of Notes to Consolidated Financial Statements as "previously securitized loans" represent the carrying value of loans beneficially owned by the Company as a result of having fully redeemed the obligations owed to investors ("notes") in certain of the Company's securitization transactions. The loans were recorded at the lower of fair value or their carrying values, which was the carrying value of the related retained interest asset underlying the securitization plus amounts remitted by the Company to the noteholders to redeem the notes. Because the carrying value of the retained interests incorporated assumptions with regard to expected prepayment and default rates on the loans and also considered the expected timing and amount of cash flows to be received by the Company, the carrying value of the retained interests and the carrying value of the loans was less than the actual outstanding balance of the loans.

The Company is accounting for the difference between the carrying value and the expected cash flows from these loans as an adjustment of the yield on the loans over their remaining lives. The discount is accreted to income over the period during which payments are probable of collection and are reasonably estimable.

The excess of expected cash flows over contractual cash flows is recognized prospectively through an adjustment to the yield over the remaining lives of the loans. If upon evaluation of estimated collections and collections to date, the estimated total amount of collections is reduced below the original value of the loans, the loans are considered impaired for further evaluation.

Allowance for Loan Losses: The allowance for loan losses is maintained at a level that represents management's best estimate of probable losses in the loan portfolio. Management's determination of the adequacy of the allowance for loan losses is based upon an evaluation of individual credits in the loan portfolio, historical loan loss experience, current economic conditions, and other relevant factors. This determination is inherently subjective, as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. These evaluations are conducted at least quarterly and more frequently if deemed necessary. The allowance for loan losses related to loans considered to be impaired is generally evaluated based on the discounted cash flows using the impaired loan's initial effective interest rate or the fair value of the collateral for certain collateral dependent loans. Loan losses are charged against the allowance and recoveries of amounts previously charged are credited to the allowance. A provision for loan losses is charged to operations based on management's periodic evaluation of the adequacy of the allowance after considering factors noted above, among others.

In evaluating the adequacy of its allowance for loan losses, the Company stratifies the loan portfolio into seven major groupings, including commercial real estate, other commercial, residential real estate, home equity, and others. Historical loss experience, as adjusted, is applied to the then outstanding balance of loans in each classification to estimate probable losses inherent in each segment of the portfolio. Historical loss experience is adjusted using a systematic weighted probability of potential risk factors that could result in actual losses deviating from prior loss experience. Risk factors considered by the Company in completing this analysis include: (1) unemployment and economic trends in the Company's markets, (2) concentrations of credit, if any, among any industries, (3) trends in loan growth, loan mix, delinquencies, losses or credit impairment, (4) adherence to lending policies and others. Each risk factor is designated as low, moderate/increasing, or high based on the Company's assessment of the risk to loss associated with each factor. Each risk factor is then weighted to consider probability of occurrence.

Additionally, all loans within the portfolio are subject to internal risk grading. Risk grades are generally assigned by the primary lending officer and are periodically evaluated by the Company's internal loan review process. Based on an individual loan's risk grade, estimated loss percentages are applied to the outstanding balance of the loan to determine the amount of probable loss.

Premises and Equipment: Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed primarily by the straight-line method over the estimated useful lives of the assets. Depreciation of leasehold improvements is computed using the straight-line method over the lesser of the term of the respective lease or the estimated useful life of the respective asset. Maintenance and repairs are charged to expense as incurred, while improvements that extend the useful life of premises and equipment are capitalized and depreciated over the estimated remaining life of the asset.

Goodwill and Other Intangible Assets: Goodwill is the excess of the cost of an acquisition over the fair value of tangible and intangible assets acquired. Goodwill is not amortized. Intangible assets represent purchased assets that also lack physical substance, but can be separately distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability. Intangible assets with determinable useful lives, such as core deposits, are amortized over their estimated useful lives.

The Company performs an annual review for impairment in the recorded value of goodwill and indefinite lived intangible assets. Goodwill is tested for impairment between the annual tests if an event occurs or circumstances change that more than likely reduce the fair value of a reporting unit below its carrying value. An indefinite-lived intangible asset is tested for impairment between the annual tests if an event occurs or circumstances change indicating that the asset might be impaired.

Derivative Financial Instruments: The Company enters into derivative transactions principally to protect against the risk of adverse price or interest rate movements on the value of certain assets and liabilities and on future cash flows. All derivative instruments are carried at fair value on the balance sheet. The change in the fair value of the hedged item related to the risk being hedged is recognized in earnings in the same period and in the same income statement caption as the change in the fair value of the derivative. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking each hedge transaction.

Derivative instruments designated in a hedge relationship to mitigate exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. The Company has not entered into any fair value hedges as of December 31, 2008. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

Cash flow hedges are accounted for by recording the fair value of the derivative instrument on the balance sheet as either a freestanding asset or liability, with a corresponding offset recorded in other comprehensive income within shareholders' equity, net of income taxes. Amounts are reclassified from other comprehensive income to the income statement in the period or periods the hedged forecasted transaction affects earnings.

For the Company's cash flow hedges, derivative gains and losses not effective in hedging the change in fair value or expected cash flows of the hedged item are recognized immediately in the income statement. At the hedge's inception and at least quarterly thereafter, a formal assessment is performed to determine whether changes in the fair values or cash flows of the derivative instruments have been highly effective in offsetting changes in the fair values or cash flows of the hedged items and whether they are expected to be highly effective in the future. If it is determined a derivative instrument has not been or will not continue to be highly effective as a hedge, hedge accounting is discontinued.

Income Taxes: The consolidated provision for income taxes is based upon reported income and expense. Deferred income taxes are provided for temporary differences between financial reporting and tax bases of assets and liabilities, computed using enacted tax rates. The Company files a consolidated income tax return. The respective subsidiaries generally provide for income taxes on a separate return basis and remit amounts determined to be currently payable to the Parent Company.

The Company and its subsidiaries are subject to examinations and challenges from federal and state taxing authorities regarding positions taken in returns. Uncertain tax positions are initially recognized in the consolidated financial statements when it is more likely than not the position will be sustained upon examination. These positions are initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the taxing authority and assuming full knowledge of the position and all relevant facts by the taxing authority.

Advertising Costs: Advertising costs are expensed as incurred.

Stock-Based Compensation: Compensation expense related to stock options and restricted stock awards issued to employees is based upon the fair value of the award at the date of grant. The fair value of stock options is estimated utilizing a Black Scholes pricing model, while the fair value of restricted stock awards is based upon the stock price at the date of grant. Compensation expense is recognized on a straight line basis over the vesting period for options and the respective period for stock awards.

Basic and Diluted Earnings per Common Share: Basic earnings per share is computed by dividing net income by the weighted-average number of shares of common stock outstanding. Diluted earnings per share is computed by dividing net income by the weighted-average number of shares outstanding increased by the number of shares of common stock which would be issued assuming the exercise of stock options and other common stock equivalents. The incremental shares related to stock options were 49,000, 58,000, and 61,000 in 2008, 2007, and 2006, respectively.

Recent Accounting Pronouncements: In December 2007, the FASB issued Statement No. 141 (revised 2007) ("SFAS No. 141R"), "Business Combinations." SFAS No. 141R will significantly change how the acquisition method will be applied to business combinations. SFAS No. 141R requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under SFAS No. 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. SFAS No. 141R requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under SFAS No. 141. Under SFAS No. 141R, the requirements of SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of SFAS No. 5, "Accounting for Contingencies." Reversals of deferred income tax valuation allowances and income tax contingencies will be recognized in earnings subsequent to the measurement period. The allowance for loan losses of an acquiree will not be permitted to be recognized by the acquirer. Additionally, SFAS No. 141(R) will require new and modified disclosures surrounding subsequent changes to acquisition-related contingencies, contingent consideration, noncontrolling interests, acquisition-related transaction costs, fair values and cash flows not expected to be collected for acquired loans, and an enhanced goodwill rollforward. The Company will be required to prospectively apply SFAS No. 141R to all business combinations completed on or after January 1, 2009. Early adoption is not permitted. The Company is currently evaluating SFAS No. 141R and has not determined the impact it will have on our financial statements.

In December 2007, the FASB issued SFAS No. 160 ("SFAS No. 160"), "Noncontrolling Interest in Consolidated Financial Statements, an amendment of ARB Statement No. 51." SFAS No. 160 clarifies that a non-controlling interest in a subsidiary, which is sometimes referred to as minority interest will be recharacterized as a "noncontrolling interests" and should be reported as a component of equity. Among other requirements, SFAS No. 160 requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the non-controlling interest. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and to the non-controlling interest. SFAS No. 160 is effective for the Company on January 1, 2009 and is not expected to have a significant impact on the Company's financial statements.

In March 2008, the FASB issued SFAS No. 161, (“SFAS No. 161”),"Disclosures About Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133." SFAS No. 161 applies to all derivative instruments and related hedged items accounted for under SFAS No. 133. SFAS No. 161 amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," to amend and expand the disclosure requirements of SFAS No. 133 to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under SFAS No. 133 and its related interpretations, and (iii) how derivative instruments and related hedged items affect an entity's financial position, results of operations and cash flows. To meet those objectives, SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for the Company on January 1, 2009 and is not expected to have a significant impact on the Company's financial statements.

In May 2008, the FASB issued SFAS No. 162 (“SFAS No. 162”), “The Hierarchy of Generally Accepted Accounting Principles”. SFAS No. 162 identifies the sources of account principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. SFAS No. 162 is effective 60 days following the SEC approval of the Public Company Accounting Oversight Board amendments to AU Section 411, “The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles.” Adoption of SFAS 162 will not be a change in the Company’s current accounting practices; therefore, it will not have a material impact on the Company’s consolidated financial condition or results of operations.

FASB Staff Position EITF 03-6-1, In June 2008, the FASB issued FSP EITF 03-6-1 (“FSP EITF 03-6-1”), “Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities”. FSP EITF 03-6-1 clarifies whether instruments, such as restricted stock, granted in share-based payments are participating securities prior to vesting. Such participating securities must be included in the computation of earnings per share under the two-class method as described in SFAS No. 128, “Earnings per Share.” FSP EITF 03-6-1 requires companies to treat unvested share-based payment awards that have non-forfeitable rights to dividend or dividend equivalents as a separate class of securities in calculating earnings per share. FSP EITF 03-6-1 is effective for financial statements issued for fiscal years and interim periods beginning after December 15, 2008, and requires a company to retrospectively adjust its earnings per share data. Early adoption is not permitted. The Company does not expect that the adoption of FSP EITF 03-6-1 will have a material effect on consolidated results of operations or earnings per share.

Statements of Cash Flows: Cash paid for interest, including interest paid on long-term debt and trust preferred securities, was $47.4 million, $60.3 million, and $53.5 million in 2008, 2007, and 2006, respectively. During 2008, 2007 and 2006, the Company paid $26.7 million, $25.5 million, and $22.9 million, respectively, for income taxes.

NOTE TWO
RESTRICTIONS ON CASH AND DUE FROM BANKS

City National is required to maintain an average reserve balance with the Federal Reserve Bank of Richmond to compensate for services provided by the Federal Reserve and to meet statutory required reserves for demand deposits. The average amount of the reserve balance for the year ended December 31, 2008 was approximately $14.4 million.

NOTE THREE
INVESTMENTS

The aggregate carrying and approximate market values of securities follow. Fair values are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable financial instruments.

	December 31, 2008			
(in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**
Securities available-for-sale:				
Obligations of states and political subdivisions	**$ 41,960**	**$ 196**	**$ (735)**	**$ 41,421**
Mortgage-backed securities	**287,233**	**3,986**	**(2,886)**	**288,333**
Other debt securities	**96,406**	**57**	**(22,829)**	**73,634**
Total Debt Securities	**425,599**	**4,239**	**(26,450)**	**403,388**
Equity securities and investment funds	**24,372**	**–**	**(3,546)**	**20,826**
Total Securities Available-for-Sale	**$ 449,971**	**$ 4,239**	**$ (29,996)**	**$ 424,214**
Securities held-to-maturity:				
Obligations of states and political subdivisions	**$ 2,834**	**$ 28**	**∃ –**	**$ 2,862**
Other debt securities	**26,233**	**–**	**(7,045)**	**19,188**
Total Securities Held-to-Maturity	**$ 29,067**	**$ 28**	**$ (7,045)**	**$ 22,050**

	December 31, 2007			
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available-for-sale:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 248	$ 2	$ -	$ 250
Obligations of states and political subdivisions	39,433	256	(205)	39,484
Mortgage-backed securities	260,249	795	(1,708)	259,336
Other debt securities	71,194	561	(2,414)	69,341
Total Debt Securities	371,124	1,614	(4,327)	368,411
Equity securities and investment funds	13,934	11	(258)	13,687
Total Securities Available-for-Sale	$ 385,058	$ 1,625	$ (4,585)	$ 382,098
Securities held-to-maturity:				
Obligations of states and political subdivisions	$ 4,300	$ 36	$ -	$ 4,336
Other debt securities	30,618	673	(429)	30,862
Total Securities Held-to-Maturity	$ 34,918	$ 709	$ (429)	$ 35,198

Certain investment securities owned by the Company were in an unrealized loss position (i.e., amortized cost basis exceeded the estimated fair value of the securities) as of December 31, 2008 and 2007. The following table shows the gross unrealized losses and fair value of the Company's investments aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2008 and 2007.

	December 31, 2008					
	Less Than Twelve Months		Twelve Months or Greater		Total	
(in thousands)	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	**$ 17,068**	**$ 729**	**$ 187**	**$ 6**	**$ 17,255**	**$ 735**
Mortgage-backed securities	**43,633**	**2,886**	**–**	**–**	**43,633**	**2,886**
Other debt securities	**39,601**	**10,493**	**8,122**	**12,336**	**47,723**	**22,829**
Equity securities and investment funds	**5,305**	**3,010**	**2,124**	**536**	**7,429**	**3,546**
Total	**$ 105,607**	**$ 17,118**	**$ 10,433**	**$ 12,878**	**$ 116,040**	**$ 29,996**
Securities held-to-maturity:						
Other debt securities	**$ 12,408**	**$ 5,282**	**$ 1,700**	**$ 1,763**	**$ 14,108**	**$ 7,045**

	December 31, 2007					
	Less Than Twelve Months		Twelve Months or Greater		Total	
(in thousands)	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	6,768	90	12,585	115	19,353	205
Mortgage-backed securities	27,410	83	144,680	1,625	172,090	1,708
Other debt securities	44,817	2,157	4,919	257	49,736	2,414
Equity securities and investment funds	1,524	225	1,467	33	2,991	258
Total	$ 80,519	$ 2,555	$ 163,651	$ 2,030	$ 244,170	$ 4,585
Securities held-to-maturity:						
Other debt securities	$ 8,127	$ 269	$ 2,050	$ 160	$ 10,177	$ 429

During 2008, the Company recorded $38.3 million of other than temporary non-cash investment impairment losses, or $23.2 million on an after-tax basis. The charges deemed to be other than temporary were related to agency preferreds ($21.1 million) with remaining book value of $1.6 million at December 31, 2008; pooled bank trust preferreds ($14.2 million) with remaining book value of $10.9 million at December 31, 2008; income notes ($2.0 million) with no remaining book value at December 31, 2008; and corporate debt securities ($1.0 million) with remaining book value of $24.6 million at December 31, 2008. The impairment charges for the agency preferred securities were due to the actions of the federal government to place Freddie Mac and Fannie Mae into conservatorship and the suspension of dividends on such preferred securities. The impairment charges related to the pooled bank trust preferred securities and income notes were based on the Company's quarterly reviews of its investment securities for indications of losses considered to be other than temporary. Based on management's assessment of the securities the Company owns, the seniority position of the securities within the pools, the level of defaults and deferred payments within the pools, and a review of the financial strength of the banks within the respective pools, management concluded that impairment charges of $14.2 million and $2.0 million on the pooled bank trust preferred securities and the income notes, respectively, were necessary for the year ended December 31, 2008. The $1.0 million impairment charge for corporate debt securities was due to Lehman Brothers Holdings bankruptcy filing. The Company had acquired this security as the result of an acquisition of a bank in 2005.

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary would be reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Management has the ability and intent to hold the securities classified as held to maturity until they mature, at which time the Company will receive full value for the securities. Furthermore, as of December 31, 2008, management also had the ability and intent to hold the securities classified as available for sale for a period of time sufficient for a recovery of cost. The unrealized losses on debt securities are primarily the result of interest rate changes, credit spread widening on agency-issued mortgage related securities, general financial market uncertainty and unprecedented market volatility. These conditions will not prohibit the Company from receiving its contractual principal and interest payments on its debt securities. The fair value is expected to recover as the securities approach their maturity date or repricing date. As of December 31, 2008, management believes the unrealized losses detailed in the table above are temporary and no impairment loss has been recognized in the Company's consolidated income statement. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

The amortized cost and estimated fair value of debt securities at December 31, 2008, by contractual maturity, are shown in the following table. Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties. Mortgage-backed securities have been allocated to their respective maturity groupings based on their contractual maturity.

(in thousands)	Cost	Estimated Fair Value
Securities Available-for-Sale		
Due in one year or less	$ 750	$ 750
Due after one year through five years	14,946	14,684
Due after five years through ten years	81,454	80,761
Due after ten years	328,449	307,193
	$ 425,599	$ 403,388
Securities Held-to-Maturity		
Due in one year or less	$ 120	$ 120
Due after one year through five years	2,714	2,742
Due after five years through ten years	-	-
Due after ten years	26,233	19,188
	$ 29,067	$ 22,050

Gross gains and gross losses realized by the Company from investment security transactions are summarized in the table below:

(in thousands)	**2008**	2007	2006
Gross realized gains	**$ 5**	$ 47	$ 154
Gross realized losses	**(38,270)**	(2)	(2,149)
Investment security gains (losses)	**$ (38,265)**	$ 45	$ (1,995)

The carrying value of securities pledged to secure public deposits and for other purposes as required or permitted by law approximated $223.3 million and $192.1 million at December 31, 2008 and 2007, respectively.

NOTE FOUR
LOANS

The following summarizes the Company's major classifications for loans:

(in thousands)	**2008**	2007
Residential real estate – mortgage	**$ 611,962**	$ 602,057
Home equity	**384,320**	341,818
Commercial, financial, and agriculture	**768,255**	707,987
Loans to Depository Institutions	**-**	60,000
Installment loans to individuals	**43,585**	48,267
Previously securitized loans	**4,222**	6,892
Gross Loans	**1,812,344**	1,767,021
Allowance for loan losses	**(22,254)**	(17,581)
Net Loans	**$ 1,790,090**	$ 1,749,440

The Company's commercial and residential real estate construction loans are primarily secured by real estate within the Company's principal markets. These loans were originated under the Company's loan policy, which is focused on the risk characteristics of the loan portfolio, including construction loans. Adequate consideration has been given to these loans in establishing the Company's allowance for loan losses.

NOTE FIVE
ALLOWANCE FOR LOAN LOSSES

A summary of changes in the allowance for loan losses follows:

(in thousands)	**2008**	2007	2006
Balance at January 1	**$ 17,581**	$ 15,405	$ 16,790
Reduction of allowance for loans sold	**-**	-	(1,368)
Provision for possible loan losses	**10,423**	5,350	3,801
Charge-offs	**(8,048)**	(5,652)	(6,935)
Recoveries	**2,298**	2,478	3,117
Balance at December 31	**$ 22,254**	$ 17,581	$ 15,405

The recorded investment in loans on nonaccrual status and loans past due 90 days or more and still accruing interest is included in the following table:

(in thousands)	2008	2007
Nonaccrual loans	$ 25,224	$ 16,437
Accruing loans past due 90 days or more	623	314
Previously securitized loans past due 90 days or more	10	76
Total	$ 25,857	$ 16,827

Information pertaining to impaired loans is included in the following table:

(in thousands)	2008	2007
Impaired loans with a valuation allowance	$ 25,847	$ 16,751
Impaired loans with no valuation allowance	10	76
Total impaired loans	$ 25,857	$ 16,827
Allowance for loan losses allocated to impaired loans	$ 6,964	$ 4,139

The average recorded investment in impaired loans during 2008, 2007, and 2006 was $21.1 million, $15.8 million, and $3.8 million, respectively.The Company recognized approximately $1.2 million, $0.8 million, and $0.1 million of interest income received in cash on non-accrual and impaired loans in 2008, 2007 and 2006, respectively. Approximately $0.3 million, $0.4 million and $0.2 million of interest income would have been recognized during 2008, 2007 and 2006, respectively, if such loans had been current in accordance with their original terms. There were no commitments to provide additional funds on non-accrual, impaired, or other potential problem loans at December 31, 2008 and 2007.

NOTE SIX
PREVIOUSLY SECURITIZED LOANS

Between 1997 and 1999, the Company completed six securitization transactions involving approximately $759.8 million of fixed rate, junior lien mortgage loans. As described in Note One, the Company retained a financial interest in each of the securitizations until 2004. Principal amounts owed to investors were evidenced by securities ("Notes"). During 2003 and 2004, the Company exercised its early redemption options on each of those securitizations. Once the Notes were redeemed, the Company became the beneficial owner of the mortgage loans and recorded the loans as assets of the Company within the loan portfolio. The table below summarizes information regarding delinquencies, net credit losses, and outstanding collateral balances of previously securitized loans for the dates presented:

	December 31		
(in thousands)	2008	2007	2006
Total principal amount of loans outstanding	$ 18,955	$ 24,062	$ 33,334
Discount	(14,733)	(17,170)	(17,737)
Net book value	$ 4,222	$ 6,892	$ 15,597
Principal amount of loans between 30 and 89 days past due	$ 999	$ 1,099	$ 1,062
Principal amount of loans between 90 and 119 days past due	10	76	48
Net credit (recoveries) during the year	(351)	(2,938)	(4,124)

Because the book value of the mortgage loans incorporates assumptions for expected cash flows considering prepayment and default rates, the carrying value of the loans is generally less than the actual contractual outstanding balance of the mortgage loans. As of December 31, 2008 and 2007, the Company reported a book value of previously securitized loans of $4.2 million and $6.9 million, respectively, while the actual outstanding balance of previously securitized loans at December 31, 2008 and 2007 was $19.0 million and $24.1 million, respectively. The difference ("the discount") between the book value and actual outstanding balance of previously securitized loans is accreted into interest income over the life of the loans. If the discounted present value of estimated future cash flows from previously securitized loans declines below the recorded value, an impairment charge would be provided through the Company's provision and allowance for loan losses. No such impairment charges were recorded during the three years in the period ended December 31, 2008.

Key assumptions used in estimating the value of the Company's previously securitized loans were as follows:

	December 31 2008	2007
Prepayment speed (CPR):		
From January 2008 – March 2008	-	16%
From April 2008 – December 2008	-	15%
From January 2009 – December 2009	**9%**	13%
From January 2010 – December 2012	**9%**	9%
Thereafter	**5%**	5%
Weighted-average cumulative defaults	**9.39%**	9.54%

Prepayment speed, or constant prepayment rate (CPR), represents the annualized monthly prepayment amount as a percentage of the previous month's outstanding loan balance minus the scheduled principal payment. Weighted-average cumulative defaults represent actual loan defaults experienced life-to-date plus forecasted loan defaults projected over the remaining life of the collateral loans, divided by the original collateral balance.

During 2008, 2007, and 2006 the Company recognized $5.6 million, $7.3 million, and $9.4 million, respectively, of interest income on the previously securitized loans and received cash of $8.7 million, $16.1 million, and $24.2 million, respectively, comprised of principal and interest payments from borrowers.

NOTE SEVEN
PREMISES AND EQUIPMENT

A summary of premises and equipment and related accumulated depreciation as of December 31 is summarized as follows:

(in thousands)	Estimated Useful Life	2008	2007
Land		**$ 19,967**	$ 16,958
Buildings and improvements	10 to 30 yrs.	**67,204**	64,050
Equipment	3 to 7 yrs.	**42,330**	44,253
		129,501	125,261
Less accumulated depreciation		**(69,363)**	(70,626)
Net premises and equipment		**$ 60,138**	$ 54,635

NOTE EIGHT
GOODWILL AND INTANGIBLE ASSETS

The carrying amount of goodwill approximated $54.9 million and $55.0 million at December 31, 2008 and 2007, respectively. The Company completed its annual assessment of the carrying value of goodwill during 2008 and concluded that its carrying value was not impaired.

The following table summarizes core deposit intangibles as of December 31, 2008 and 2007, which are subject to amortization:

(in thousands)	2008	2007
Gross carrying amount	**$ 6,580**	$ 6,580
Accumulated amortization	**(3,991)**	(3,352)
Net core deposit intangible	**$ 2,589**	$ 3,228

During 2008, 2007, and 2006, the Company recognized pre-tax amortization expense of $639,000, $706,000, and $723,000, respectively, associated with its core deposit intangible assets. The estimated amortization expense for core deposit intangible assets for each of the next five years is as follows:

(in thousands)	Projected Amortization Expense
2009	$ 469
2010	437
2011	409
2012	392
2013	376
	$ 2,083

NOTE NINE
SCHEDULED MATURITIES OF TIME DEPOSITS

Scheduled maturities of time deposits outstanding at December 31, 2008 are summarized as follows:

(in thousands)	
2009	$ 607,752
2010	156,755
2011	159,079
2012	20,329
2013	23,027
Over five years	148
Total	$ 967,090

Scheduled maturities of time deposits of $100,000 or more outstanding at December 31, are summarized as follows:

(in thousands)	2008	2007
Within one year	$ 159,739	$ 178,078
Over one through two years	36,595	33,162
Over two through three years	55,754	10,013
Over three through four years	4,636	2,701
Over four through five years	5,303	2,683
Total	$ 262,027	$ 226,637

NOTE TEN
SHORT-TERM BORROWINGS

On January 30, 2008, the Company's Board of Directors authorized the redemption of the Junior Subordinated Debentures owed to City Holding Capital Trust at a price of 104.58% of the principal amount on April 1, 2008. The Company incurred charges of $1.2 million to fully amortize issuance costs incurred in 1998 that were being amortized over the original 30 year life of the securities and for the early redemption premium. Due to the Company's announced intentions to redeem the debentures on April 1, 2008, the debentures were reflected as short-term borrowings at December 31, 2007. Interest expense and average balances for the debentures are considered long-term debt for the year ended December 31, 2007.

A summary of short-term borrowings are as follows:

(dollars in thousands)	2008	2007	2006
Balance at end of year:			
Securities repurchase agreements	$ 122,904	$ 119,554	$ 115,675
FHLB advances	71,559	25,526	20,895
Junior subordinated debentures owed to City Holding Capital Trust	-	16,836	-
Total	$ 194,463	$ 161,916	$ 136,570
Avg. outstanding during the year:			
Securities repurchase agreements	$ 132,030	$ 117,442	$ 98,116
FHLB advances	4,837	42,896	45,589
Junior subordinated debentures owed to City Holding Capital Trust	-	-	-
Max. outstanding at any month end:			
Securities repurchase agreements	$ 137,921	$ 127,744	$ 115,674
FHLB advances	71,559	46,430	67,334
Junior subordinated debentures owed to City Holding Capital Trust	-	16,836	-

(dollars in thousands)	2008	2007	2006
Weighted-average interest rate:			
During the year:			
Securities repurchase agreements	1.89%	4.35%	3.95%
FHLB advances	2.74%	3.58%	2.69%
Junior subordinated debentures owed to City Holding Capital Trust	-	-	-
End of the year:			
Securities repurchase agreements	0.38%	3.95%	4.43%
FHLB advances	0.84%	3.68%	3.40%
Junior subordinated debentures owed to City Holding Capital Trust	-	9.15%	-

NOTE ELEVEN
LONG-TERM DEBT

The components of long-term debt are summarized as follows:

(in thousands)	Maturity	Weighted-Average Interest Rate	2008	2007
FHLB Advances	2009	5.92%	-	2,343
FHLB Advances	2010	6.30%	2,003	2,000
FHLB Advances	2011	4.45%	549	630
Junior subordinated debentures owed to City Holding Capital Trust III	2038	6.32%	16,495	-
Total Long-term debt			$ 19,047	$ 4,973

Through City National, the Company has purchased 63,106 shares of Federal Home Loan Bank ("FHLB") stock at par value as of December 31, 2008. Such purchases are required based on City National's maximum borrowing capacity with the FHLB. Additionally, FHLB stock entitles the Company to dividends declared by the FHLB and provides an additional source of short-term and long-term funding, in the form of collateralized advances. Financing obtained from the FHLB is based, in part, on the amount of qualifying collateral available, specifically U.S. Treasury, U.S. agency debentures and mortgage-backed securities and 1-4 family residential mortgages. At December 31, 2008 and 2007, collateral pledged to the FHLB included approximately $705.6 million and $159.1 million, respectively, in investment securities and one-to-four-family residential property loans. Therefore, in addition to the short-term (see Note Ten) and long-term financing discussed above, at December 31, 2008 and 2007, City National had an additional $631.5 million and $128.7 million, respectively, available from unused portions of lines of credit with the FHLB and other financial institutions. During January 2009, the Company reduced its borrowing capacity from its line of credit with the FHLB from $631.5 million to $350.0 million.

The Company formed a statutory business trust, City Holding Capital Trust III, under the laws of the state of Delaware ("Capital Trust III"). Capital Trust III was created for the exclusive purpose of (i) issuing trust preferred securities ("Capital Securities"), which represent preferred undivided beneficial interests in the assets of the trusts, (ii) using the proceeds from the sale of the Capital Securities to acquire junior subordinated debentures ("Debentures") issued by the Company, and (iii) engaging in only those activities necessary or incidental thereto. The trust is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, the accounts of the trust are not included in the Company's consolidated financial statements (see Note 1).

Distributions on the Debentures are cumulative and will be payable quarterly at an interest rate of 3.50% over the three month LIBOR rate, reset quarterly. Interest payments are due in March, June, September and December. The Debentures are redeemable prior to maturity at the option of the Company (i) in whole or at any time or in part from time-to-time, at declining redemption prices ranging from 103.525% to 100.000% on June 15, 2013, and thereafter, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of certain pre-defined events.

Payments of distributions on the trust preferred securities and payments on redemption of the trust preferred securities are guaranteed by the Company. The Company also entered into an agreement as to expenses and liabilities with the trust pursuant to which it agreed, on a subordinated basis, to pay any costs, expenses or liabilities of the trust other than those arising under the trust preferred securities. The obligations of the Company under the junior subordinated debentures, the related indentures, the trust agreement establishing the trust, the guarantees and the agreements as to expenses and liabilities, in the aggregate, constitute a full and unconditional guarantee by the Company of the trust's obligations under the trust preferred securities. The Capital Securities issued by the statutory business trusts qualify as Tier 1 capital for the Company under current Federal Reserve Board guidelines.

NOTE TWELVE
DERIVATIVE INSTRUMENTS

The Company utilized interest rate floors to mitigate exposure to interest rate risk. During 2005 and 2006, the Company entered into interest rate floors with a total notional value of $600 million, seven of which (total notional amount of $500 million) were designated as cash flow hedges. These derivative instruments provided the Company protection against the impact of declining interest rates on future income streams from the Company's portfolio of $500 million of variable-rate loans outstanding. The interest rate floors had maturities between May 2008 and June 2011 and strike rates ranging from 6.00% to 8.00%. During 2008, interest rate floors with a total notional value of $150 million matured. The remaining interest rate floors with a total notional value of $450 million were sold during 2008. The gains from the sales of $16.8 million will be recognized over the remaining lives of the various hedged loans. At December 31, 2008, the unrecognized gain was approximately $15.3 million or $9.3 million net of taxes.

The notional amounts and estimated fair values of interest rate floor derivative positions outstanding at year-end are presented in the following table. The estimated fair values of the interest rate floors on variable-rate loans are based on quoted market prices.

	2008		2007	
(in thousands)	Notional Value	Estimated Fair Value	Notional Value	Estimated Fair Value
Interest rate floors on variable-rate loans	**$ -**	**$ -**	$ 500,000	$ 11,362

For cash flow hedges, the effective portion of the gain or loss on the derivative hedging instrument is reported in other comprehensive income, while the ineffective portion (indicated by the excess of the cumulative change in the fair value of the derivative over that which is necessary to offset the cumulative change in expected future cash flows on the hedge transaction) is recorded in current earnings as other income or other expense. The Company recognized the increase in fair value of $4.6 million, net of taxes, in other comprehensive income for the year ended December 31, 2007 on these derivative instruments.

NOTE THIRTEEN
INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows at December 31:

(in thousands)	**2008**	2007
Deferred tax assets:		
Previously securitized loans	**$ 8,849**	$ 9,970
Allowance for loan losses	**8,612**	6,885
Deferred compensation payable	**2,923**	3,078
Underfunded pension liability	**2,763**	1,316
Unrealized securities losses	**10,140**	1,189
Accrued expenses	**1,343**	1,493
Impaired building and premises	**1,173**	1,133
Impaired security losses	**15,059**	-
Other	**1,321**	2,531
Total Deferred Tax Assets	**52,183**	27,595
Deferred tax liabilities:		
Unrealized derivative instrument gains	-	2,927
Intangible assets	**2,197**	1,947
Deferred loan fees	**558**	786
Other	**966**	1,302
Total Deferred Tax Liabilities	**3,721**	6,962
Net Deferred Tax Assets	**$ 48,462**	$ 20,633

No valuation allowance for deferred tax assets was recorded at December 31, 2008 and 2007 as the Company believes it is more likely than not that all of the deferred tax assets will be realized because they were supported by recoverable taxes paid in prior years.

Significant components of the provision for income taxes are as follows:

(in thousands)	**2008**	2007	2006
Current:			
Federal	**$ 23,322**	$ 25,326	$ 25,242
State	**614**	1,636	571
Total current	**23,936**	26,962	25,813
Deferred:			
Federal	**(11,118)**	(1,029)	517
State	**(3,331)**	(147)	1,999
Total deferred	**(14,449)**	(1,176)	2,516
Income tax expense	**$ 9,487**	$ 25,786	$ 28,329
Income tax (benefit) expense attributable to securities transactions	**$ (15,306)**	$ 18	$ (798)

A reconciliation of the significant differences between the federal statutory income tax rate and the Company's effective income tax rate is as follows:

(in thousands)	**2008**	2007	2006
Computed federal taxes at statutory rate	**$ 13,159**	$ 26,884	$ 28,519
State income taxes, net of federal tax benefit	**(671)**	969	1,671
Tax effects of:			
Tax-exempt interest income	**(686)**	(786)	(797)
Bank-owned life insurance	**(1,026)**	(867)	(823)
Tax reserve adjustment	**(1,095)**	-	-
Other items, net	**(194)**	(414)	(241)
Income tax expense	**$ 9,487**	$ 25,786	$ 28,329

Effective January 1, 2007, the Company adopted FIN 48. The cumulative effect of adopting FIN 48 was an increase in tax reserves and a decrease of $0.1 million to the January 1, 2007 retained earnings balance. The entire amount of the Company's unrecognized tax benefits if recognized, would favorably affect the Company's effective tax rate. The Company does not expect that the amounts of unrecognized tax positions will change significantly within the next 12 months. A reconciliation of the beginning and ending balance of unrecognized tax benefits for the year ended December 31, 2008 is as follows:

(in thousands)	
Balance at January 1, 2007	$ 1,225
Additions for current year tax positions	510
Additions for prior year tax positions	-
Decreases for prior year tax positions	-
Decreases related to lapse of applicable statute of limitation	(219)
Balance at December 31, 2007	$ 1,516
Additions for current year tax positions	**198**
Additions for prior year tax positions	-
Decreases for prior year tax positions	**(120)**
Decreases for settlements with tax authorities	**(1,403)**
Decreases related to lapse of applicable statute of limitation	**(191)**
Balance at December 31, 2008	**$ -**

Interest and penalties on income tax uncertainties are included in income tax expense. During 2008, 2007, and 2006, the provision related to interest and penalties was $0.4 million, $0.4 million, and $0.4 million, respectively. The balance of accrued interest and penalties at December 31, 2008 and 2007 was $0.5 million and $0.8 million, respectively.

The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2005 through 2007. The Company and its subsidiaries state income tax returns are open to audit under the statute of limitations for the year ended December 31, 2007.

NOTE FOURTEEN
EMPLOYEE BENEFIT PLANS

During 2003, shareholders approved the City Holding Company 2003 Incentive Plan ("the Plan"), replacing the Company's 1993 Stock Incentive Plan that expired on March 8, 2003. Employees, directors, and individuals who provide service to the Company (collectively "Plan Participants") are eligible to participate in the Plan. Pursuant to the terms of the Plan, the Compensation Committee of the Board of Directors, or its delegate, may, from time-to-time, grant stock options, stock appreciation rights ("SARs"), or stock awards to Plan Participants. A maximum of 1,000,000 shares of the Company's common stock may be issued upon the exercise of stock options and SARs and stock awards, but no more than 350,000 shares of common stock may be issued as stock awards. These limitations may be adjusted in the event of a change in the number of outstanding shares of common stock by reason of a stock dividend, stock split, or other similar event. Specific terms of options and SARs awarded, including vesting periods, exercise prices (stock price date of grant), and expiration dates are determined at the date of grant and are evidenced by agreements between the Company and the awardee. The exercise price of the option grants equals the market price of the Company's stock on the date of grant. All incentive stock options and SARs will be exercisable up to ten years from the date granted and all options and SARs are exercisable for the period specified in the individual agreement. As of December 31, 2008, 330,250 stock options had been awarded pursuant to the terms of the Plan and 42,675 stock awards had been granted.

Each award from the Plan is evidenced by an award agreement that specifies the option price, the duration of the option, the number of shares to which the option pertains, and such other provisions as the Compensation Committee, or its delegate, determines. The option price for each grant is equal to the fair market value of a share of the Company's common stock on the date of grant. Options granted expire at such time as the Compensation Committee determines at the date of grant and in no event does the exercise period exceed a maximum of ten years. Upon a change-in-control of the Company, as defined in the plans, all outstanding options immediately vest.

A summary of the Company's stock option activity and related information is presented below for the years ended December 31:

	2008		2007		2006	
	Options	**Weighted-Average Exercise Price**	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding at January 1	**305,909**	**$ 32.05**	271,709	$ 30.51	318,132	$ 28.56
Granted	**31,000**	**34.28**	47,500	39.34	-	-
Exercised	**(66,454)**	**25.11**	(7,300)	21.17	(46,423)	17.20
Forfeited	**-**	**-**	(6,000)	35.20	-	-
Outstanding at December 31	**270,455**	**$ 33.96**	305,909	$ 32.05	271,709	$ 30.51
Exercisable at end of year	**157,205**	**32.72**	203,784	30.31	200,584	29.90
Nonvested at beginning of year	**102,125**	**$ 35.40**	71,125	$ 32.21	86,125	$ 32.34
Granted during year	**31,000**	**34.28**	47,500	39.34	-	-
Vested during year	**(19,875)**	**32.07**	(13,500)	32.64	(15,000)	32.97
Forfeited during year	**-**	**-**	(3,000)	35.22	-	-
Nonvested at end of year	**113,250**	**$ 35.68**	102,125	$ 35.40	71,125	$ 32.21

Additional information regarding stock options outstanding and exercisable at December 31, 2008, is provided in the following table:

Ranges of Exercise Prices	No. of Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Months)	Intrinsic Value	No. of Options Currently Exercisable	Weighted-Average Exercise Price of Options Currently Exercisable	Weighted-Average Remaining Contractual Life (Months)	Intrinsic Value
$ 13.30	1,900	$ 13.30	37	$ 41	1,900	$ 13.30	37	$ 41
$ 28.00 - $33.90	150,555	31.70	67	463	116,305	31.65	65	364
$ 35.36 - $40.88	118,000	37.18	98	86	39,000	36.87	84	-
	270,455			$ 590	157,205			$ 405

Proceeds from stock option exercises totaled $1.7 million in 2008, $0.2 million in 2007, and $0.8 million in 2006. Shares issued in connection with stock option exercises are issued from available treasury shares. If no treasury shares are available, new shares are issued from available authorized shares. During 2008, 2007 and 2006, all shares issued in connection with stock option exercises and restricted stock awards were issued from available treasury stock.

The total intrinsic value of stock options exercised was $1.1 million in 2008, $0.1 million in 2007, and $0.9 million in 2006.

Stock-based compensation expense totaled $0.2 million in 2008 and $0.3 million in 2007, and $0.2 million in 2006. The total income tax benefit recognized in the accompanying consolidated statements of income related to stock-based compensation was $0.1 million in 2008. Unrecognized stock-based compensation expense related to stock options totaled $0.8 million at December 31, 2008. At such date, the weighted-average period over which this unrecognized expense was expected to be recognized was 1.9 years.

The fair value for the options was estimated at the grant date using a Black-Scholes option-pricing model with the following weighted average assumptions:

	2008	2007	2006
Risk-free interest rate	**3.98%**	4.38%	3.93%
Expected dividend yield	**2.59%**	3.15%	2.98%
Volatility factor	**0.498**	0.391	0.384
Expected life of option	**8 years**	6 years	5 years

As the Company did not issue any options during the year ended December 31, 2006, the factors for the year ending December 31, 2006 are consistent with the factors for the year ending December 31, 2005.

The Company records compensation expense with respect to restricted shares in an amount equal to the fair market value of the common stock covered by each award on the date of grant. The restricted shares awarded become fully vested after various periods of continued employment from the respective dates of grant. The Company is entitled to an income tax deduction in an amount equal to the taxable income reported by the holders of the restricted shares when the restrictions are released and the shares are issued. Compensation is being charged to expense over the respective vesting periods.

Restricted shares are forfeited if officers and employees terminate prior to the lapsing of restrictions. The Company records forfeitures of restricted stock as treasury share repurchases and any compensation cost previously recognized is reversed in the period of forfeiture. Recipients of restricted shares do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant and receive all dividends with respect to such shares, whether or not the shares have vested. The Company recognized $0.3 million and $0.2 million of compensation expense for the years ended December 31, 2008 and December 31, 2007, respectively, within salaries and employee benefits in the Company's Consolidated Statements of Income associated with the restricted stock awards issued. Unrecognized stock-based compensation expense related to non-vested restricted shares was $0.8 million at December 31, 2008. At December 31, 2008, this unrecognized expense is expected to be recognized over 3.5 years based on the weighted average-life of the restricted shares.

A summary of the Company's restricted shares activity and related information is presented below for the years ended December 31:

	2008		2007	
	Restricted Awards	**Average Market Price At Grant**	Restricted Awards	Average Market Price At Grant
Outstanding at January 1	**31,818**		15,600	
Granted	**8,825**	**$ 39.00**	17,650	$ 39.01
Vested	**(4,468)**		(1,432)	
Outstanding at December 31	**36,175**		31,818	

Because the Company's employee stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options at the time of grant.

The Company provides retirement benefits to its employees through the City Holding Company 401(k) Plan and Trust ("the 401(k) Plan"), which is intended to be compliant with Employee Retirement Income Security Act (ERISA) section 404(c). Any employee who has attained age 21 is eligible to participate beginning the first day of the month following employment. Unless specifically chosen otherwise, every employee is automatically enrolled in the 401(k) Plan and may make before-tax contributions of between 1% and 15% of eligible pay up to the dollar limit imposed by Internal Revenue Service regulations. The first 6% of an employee's contribution is matched 50% by the Company. The employer matching contribution is invested according to the investment elections chosen by the employee. Employees are 100% vested in both employee and employer contributions and the earnings generated by such contributions. As of December 31, 2008, there were 18 investment options, including City Holding Company common stock, available under the 401(k) Plan.

The Company's total expense associated with the retirement benefit plan approximated $597,000, $592,000, and $574,000, in 2008, 2007, and 2006, respectively. The total number of shares of the Company's common stock held by the 401(k) Plan as of December 31, 2008 and 2007 is 293,302 and 370,264, respectively. Other than the 401(k) Plan, the Company offers no postretirement benefits.

The Company also maintains a defined benefit pension plan ("the Defined Benefit Plan") that covers approximately 300 current and former employees. The Defined Benefit Plan was frozen in 1999 subsequent to the Company's acquisition of the plan sponsor. The Defined Benefit Plan maintains an October 31 year-end for purposes of computing its benefit obligations.

Primarily as a result of the interest rate environment over the past two years, the benefit obligation exceeded the estimated fair value of plan assets as of December 31, 2008 and December 31, 2007. The Company has recorded a minimum pension liability of $4.0 million and $0.2 million as of December 31, 2008 and 2007, respectively, included in Other Liabilities within the Consolidated Balance Sheets, and a $4.2 million and $2.0 million, net of tax, underfunded pension liability in Accumulated Other Comprehensive Income within Shareholders' Equity at December 31, 2008 and 2007, respectively. The following table summarizes activity within the Defined Benefit Plan in 2008 and 2007:

	Pension Benefits	
(in thousands)	**2008**	2007
Change in fair value of plan assets:		
Fair value at beginning of measurement period	**$ 10,806**	$ 8,669
Actual (loss) gain on plan assets	**(2,994)**	1,414
Contributions	**149**	1,324
Benefits paid	**(766)**	(601)
Fair value at end of measurement period	**7,195**	10,806
Change in benefit obligation:		
Benefit obligation at beginning of measurement period	**(11,017)**	(11,274)
Interest cost	**(772)**	(658)
Actuarial (loss) gain	**(158)**	314
Benefits paid	**766**	601
Benefit obligation at end of measurement period	**(11,181)**	(11,017)
Funded status	**(3,986)**	(211)
Unrecognized net actuarial gain	**7,007**	3,162
Unrecognized net obligation	**-**	(17)
Other comprehensive loss	**(7,007)**	(3,145)
Accrued Benefit Cost	**$ (3,986)**	$ (211)
Weighted-average assumptions as of October 31:		
Discount rate	**6.25%**	6.25%
Expected return on plan assets	**8.50%**	8.50%

The following table presents the components of the net defined benefit pension benefit:

	Pension Benefits		
(in thousands)	**2008**	2007	2006
Components of net periodic benefit:			
Interest cost	**$ 662**	$ 657	$ 650
Expected return on plan assets	**(857)**	(741)	(718)
Net amortization and deferral	**245**	320	314
Net Periodic Pension Cost	**$ 50**	$ 236	$ 246

The Defined Benefit Plan is administered by the West Virginia Bankers Association ("WVBA") and all investment policies and strategies are established by the WVBA Pension Committee. The policy established by the Pension Committee is to invest assets per target allocations, as detailed in the table below. The assets are reallocated periodically to meet these target allocations. The investment policy is reviewed periodically, under the advisement of a certified investment advisor, to determine if the policy should be revised.

The overall investment return goal is to achieve a return greater than a blended mix of stated indices tailored to the same asset mix of the plan assets by 0.5%, after fees, over a rolling five-year moving average basis. Allowable assets include cash equivalents, fixed income securities, equity securities, exchange-traded index funds and guaranteed investment contracts. Prohibited investments include, but are not limited to, commodities and futures contracts, private placements, options, limited partnerships, venture capital investments, real estate and interest-only, principal-only, and residual tranche collateralized mortgage obligations. Unless a specific derivative security is allowed per the plan document, permission must be sought from the WVBA Pension Committee to include such investments.

In order to achieve a prudent level of portfolio diversification, the securities of any one company are not to exceed more than 10% of the total plan assets, and no more than 25% of total plan assets are to be invested in any one industry (other than securities of the U.S. government or U.S. government agencies). Additionally, no more than 20% of plan assets shall be invested in foreign securities (both equity and fixed).

The expected long-term rate of return for the plan's assets is based on the expected return of each of the categories, weighted based on the median of the target allocation for each class, noted in the table below. The allowable, target, and current allocation percentages of plan assets are as follows:

			Percentage of Plan Assets at December 31	
	Target Allocation 2007	Allowable Allocation Range	**2008**	2007
Equity securities	70-75%	40-80%	**64%**	68%
Debt securities	20-25%	20-40%	**30%**	27%
Other	0-5%	3-10%	**6%**	5%
Total			**100%**	100%

The Company anticipates making a contribution to the plan of $0.9 million for the year ending December 31, 2009. The following table summarizes the expected benefits to be paid in each of the next five years and in the aggregate for the five years thereafter:

Plan Year Ending December 31	Expected Benefits to be Paid (in thousands)
2009	$ 672
2010	708
2011	718
2012	722
2013	747
2014 through 2018	4,042

In addition, the Company and its subsidiary participate in the Pentegra multi-employer pension plan (the "multi-employer plan"). This non-contributory defined benefit plan covers current and former employees of Classic Bancshares (acquired by the Company during 2005). The multi-employer plan has a June 30 year-end, and it is the policy of the Company to fund the normal cost of the multiemployer plan. No contributions were required for the year ended December 31, 2008. The benefits of the multi-employer plan were frozen prior to the acquisition of Classic Bancshares in 2005, and it is the intention of the Company to fund benefit amounts when assets of the plan are sufficient.

The Company has entered into employment contracts with certain of its current and former executive officers. The employment contracts provide for, among other things, the payment of severance compensation in the event an executive officer either voluntarily or involuntarily terminates his employment with the Company for other than "Just Cause." The cost of these benefits was accrued over the five-year service period for each executive and is included in Other Liabilities within the Consolidated Balance Sheets. The liability was $2.0 million and $1.9 million at December 31, 2008 and 2007, respectively. For the year ended December 31, 2006 $0.1 million was charged to operations in connection with these contracts. No such charge was incurred for the years ended December 31, 2008 and December 31, 2007. As of December 31, 2007, two officers had left the Company and are receiving severance compensation in accordance with the terms of each of their respective agreements.

Certain entities previously acquired by the Company had entered into individual deferred compensation and supplemental retirement agreements with certain current and former directors and officers. The Company has assumed the liabilities associated with these agreements, the cost of which is being accrued over the period of active service from the date of the respective agreement. The cost of such agreements approximated $0.2 million, $0.2 million, and $0.2 million, during 2008, 2007, and 2006, respectively. The liability for such agreements approximated $4.5 million and $4.6 million at December 31, 2008 and December 31, 2007, respectively and is included in Other Liabilities in the accompanying Consolidated Balance Sheets.

To assist in funding the above liabilities, the acquired entities had insured the lives of certain current and former directors and officers. The Company is the current owner and beneficiary of insurance policies with a cash surrender value approximating $7.2 million and $7.0 million at December 31, 2008 and 2007, respectively, which is included in Other Assets in the accompanying Consolidated Balance Sheets.

NOTE FIFTEEN
RELATED PARTY TRANSACTIONS

City National has granted loans to certain non-executive officers and directors of the Company and its subsidiaries, and to their associates totaling $26.1 million at December 31, 2008 and $25.9 million at December 31, 2007. The loans were made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with third-party lending arrangements. During 2008, total principal additions were $8.1 million and total principal reductions were $7.2 million.

Related party deposits of executive officers and directors of the Company and its subsidiaries, and their associates totaled $17.3 million and $11.3 million at December 31, 2008 and 2007, respectively.

NOTE SIXTEEN
COMMITMENTS AND CONTINGENT LIABILITIES

The Company has entered into agreements with certain of its customers to extend credit or provide a conditional commitment to provide payment on drafts presented in accordance with the terms of the underlying credit documents. Conditional commitments generally include standby and commercial letters of credit. Standby letters of credit represent an obligation of the Company to a designated third party contingent upon the failure of a customer of the Company to perform under the terms of the underlying contract between the customer and the third party. Commercial letters of credit are issued specifically to facilitate trade or commerce. Under the terms of a commercial letter of credit, drafts will be drawn when the underlying transaction is consummated, as intended, between the customer and a third party. The table below presents a summary of the contractual obligations of the Company resulting from significant commitments:

(in thousands)	**2008**	2007
Commitments to extend credit:		
Home equity lines	**$ 129,794**	$ 135,255
Commercial real estate	**34,025**	47,529
Other commitments	**173,522**	163,332
Standby letters of credit	**18,388**	16,243
Commercial letters of credit	**159**	215

Loan commitments, standby letters of credit and commercial letters of credit have credit risks essentially the same as that involved in extending loans to customers and are subject to the Company's standard credit policies. Collateral is obtained based on management's credit assessment of the customer. Management does not anticipate any material losses as a result of these commitments.

The Company and City National are involved in various legal actions arising in the ordinary course of business. There can be no assurance that the ultimate resolution of the current actions will not materially impact the financial statements or that no material actions will be presented in the future.

NOTE SEVENTEEN
PREFERRED STOCK AND SHAREHOLDER RIGHTS PLAN

The Company's Board of Directors has the authority to issue preferred stock, and to fix the designation, preferences, rights, dividends, and all other attributes of such preferred stock, without any vote or action by the shareholders. As of December 31, 2008, no such shares are outstanding, nor are any expected to be issued, except as might occur pursuant to the Stock Rights Plan discussed below.

The Company's Stock Rights Plan provides that each share of common stock carries with it one right. The rights would be exercisable only if a person or group, as defined, acquired 15% or more of the Company's common stock, or announces a tender offer for such stock. Under conditions described in the Stock Rights Plan, holders of rights could acquire shares of preferred stock or additional shares of the Company's common stock—or in the event of a 50% or more change in control, shares of common stock of the acquirer. The value of shares acquired under the plan would equal twice the exercise price. The Stock Rights Plan expires on June 12, 2011.

NOTE EIGHTEEN
REGULATORY REQUIREMENTS AND CAPITAL RATIOS

The principal source of income and cash for City Holding (the "Parent Company") is dividends from City National. Dividends paid by City National to the Parent Company are subject to certain legal and regulatory limitations. Generally, any dividends in amounts that exceed the earnings retained by City National in the current year plus retained net profits for the preceding two years must be approved by regulatory authorities. Approval is also required if dividends declared would cause City National's regulatory capital to fall below specified minimum levels. During 2007 and 2008 combined, City National received regulatory approval and paid $88.6 million in cash dividends to the Parent Company, while generating net profits of $78.1 million. Therefore, City National will be required to obtain regulatory approval prior to declaring any cash dividends to the Parent Company throughout 2009. Although regulatory authorities have approved prior cash dividends, there can be no assurance that future dividend requests will be approved.

During 2008, the Parent Company used cash obtained from the dividends received primarily to: (1) pay common dividends to shareholders, (2) remit interest payments on the Company's junior subordinated debentures, and (3) fund repurchases of the Company's common shares. As of December 31, 2008, the Parent Company reported a cash balance of approximately $1.4 million. Management believes that the Parent Company's available cash balance, together with cash dividends from City National, is adequate to satisfy its funding and cash needs in 2008.

The Company, including City National, is subject to various regulatory capital requirements administered by the various banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, action by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and City National must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. The Company's and City National's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and City National to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined). Management believes, as of December 31, 2008, that the Company and City National met all capital adequacy requirements to which they were subject.

As of December 31, 2008, the most recent notifications from banking regulatory agencies categorized the Company and City National as "well capitalized" under the regulatory framework for prompt corrective action. There are no conditions or events since these notifications that management believes have changed the institutions' categories. The Company's and City National's actual capital amounts and ratios are presented in the following table.

	2008		2007		Well Capitalized	Minimum
(dollars in thousands)	**Amount**	**Ratio**	Amount	Ratio	Ratio	Ratio
Total Capital (to Risk-Weighted Assets):						
Consolidated	**$ 231,106**	**13.4%**	$ 250,876	15.1%	10.0%	8.0%
City National	**190,296**	**11.5**	219,972	13.5	10.0	8.0
Tier I Capital (to Risk-Weighted Assets):						
Consolidated	**253,359**	**12.3**	268,457	14.1	6.0	4.0
City National	**212,549**	**10.3**	237,554	12.5	6.0	4.0
Tier I Capital (to Average Assets):						
Consolidated	**253,359**	**9.5**	268,457	10.3	5.0	4.0
City National	**212,549**	**8.0**	237,554	9.1	5.0	4.0

NOTE NINETEEN
FAIR VALUES OF FINANCIAL INSTRUMENTS

Effective January 1, 2008, the Company adopted Statement of Financial Accounting Standard No. 157, ("SFAS No. 157"), "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value under accounting principles generally accepted in the United States, and enhances disclosures about fair value measurements. The application of SFAS 157 in situations where the market for a financial asset is not active was clarified by the issuance of FSP No. SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active," in October 2008. FSP No. SFAS 157-3 became effective immediately and did not significantly impact the methods by which the Company determines the fair values of its financial assets. In accordance with Financial Accounting Standards Board Staff Position No. 157-2, "Effective Date of FASB Statement No. 157," the Company has delayed application of SFAS No. 157 for non-financial assets and non-financial liabilities until January 1, 2009.

SFAS No. 157 defines fair value as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

SFAS 157 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy established by SFAS No. 157 is as follows:

Level 1: Quoted prices (unadjusted) or identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate fair value for assets and liabilities recorded at fair value.

Securities Available for Sale. Securities available for sale are reported at fair value utilizing Level 1 and Level 2 inputs. The fair value of securities available for sale is determined by obtaining quoted prices on nationally recognized securities exchanges or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities.

Previously Securitized Loans. Previously securitized loans are reported at fair value utilizing Level 3 inputs. The Company utilizes an internal valuation model that calculates the present value of estimated future cash flows. The internal valuation model incorporates assumptions such as loan prepayment and default rates. Using cash flow modeling techniques that incorporate these assumptions, the Company estimated total future cash collections expected to be received from these loans and determined the yield at which the resulting discount would be accreted into income.

Impaired Loans. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with SFAS No. 114, "Accounting by Creditors for Impairment of a Loan," (SFAS No. 114). The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At December 31, 2008, substantially all of the impaired loans were evaluated based on the fair value of the collateral. In accordance with SFAS No. 157, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

The following table presents assets and liabilities measured at fair value on a recurring basis at December 31, 2008:

(in thousands)	Total	Level 1	Level 2	Level 3
Assets:				
Securities available-for-sale	$ 411,176	$ 9,710	$ 401,466	$ -
Previously securitized loans	4,222	-	-	4,222

The table below presents a reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis for Level 3 assets for the year ended December 31, 2008.

(in thousands)	Previously Securitized Loans
Beginning balance, January 1, 2008	$ 6,892
Principal receipts and recoveries	(2,670)
Transfers into Level 3	-
Ending Balance, December 31, 2008	$ 4,222

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with accounting principles generally accepted in the United States. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. At December 31, 2008, the Company has $23.9 million of impaired loans that are measured at fair value on a nonrecurring basis. These assets are considered to be measured at Level 2 in the fair value measurement hierarchy.

Effective January 1, 2008, the Company adopted the provisions of SFAS No. 159, ("SFAS No. 159") "The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115." SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. The fair value option (i) is applicable on an instrument by instrument basis, with certain exceptions, (ii) is irrevocable (unless a new election date occurs), and (iii) is applied only to entire instruments and not to portions of instruments. The Company has not elected to account for any of its assets at fair value and therefore adoption of SFAS No. 159 on January 1, 2008 did not effect its financial statements.

FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. Statement No. 107 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The following table represents the estimates of fair value of financial instruments:

	Fair Value of Financial Instruments			
	2008		2007	
(in thousands)	**Carrying Amount**	**Fair Value**	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents	**$ 59,629**	**$ 59,629**	$ 74,518	$ 74,518
Securities available-for-sale	**424,214**	**424,214**	382,098	382,098
Securities held-to-maturity	**29,067**	**22,050**	34,918	35,198
Net loans	**1,790,090**	**1,842,888**	1,749,440	1,744,771
Financial derivative assets	**-**	**-**	11,362	11,362
Liabilities:				
Deposits	**2,041,130**	**2,065,947**	1,990,081	1,993,351
Short-term borrowings	**194,463**	**194,544**	161,916	162,681
Long-term debt	**19,047**	**19,242**	4,973	5,206

The following methods and assumptions were used in estimating fair value amounts for financial instruments:

Cash and cash equivalents: Due to their short-term nature, the carrying amounts reported in the Consolidated Balance Sheets approximate fair value.

Securities: The fair value of securities, both available-for-sale and held-to-maturity, are generally based on quoted market prices or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities.

Net loans: The fair value of the loan portfolio is estimated using discounted cash flow analyses at interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The carrying value of accrued interest approximates its fair value.

Financial Derivative Assets: The estimated fair values of the interest rate floors on variable-rate loans are based on quoted market prices.

Deposits: The fair values of demand deposits (e.g., interest and noninterest-bearing checking, regular savings, and other money market demand accounts) are, by definition, equal to their carrying values. Fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregate expected monthly maturities of time deposits.

Short-term borrowings: Securities sold under agreements to repurchase represent borrowings with original maturities of less than 90 days. The carrying amount of advances from the FHLB and borrowings under repurchase agreements approximate their fair values.

Long-term debt: The fair value of long-term borrowings is estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements and market conditions of similar debt instruments.

Commitments and letters of credit: The fair values of commitments are estimated based on fees currently charged to enter into similar agreements, taking into consideration the remaining terms of the agreements and the counterparties' credit standing. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. The amounts of fees currently charged on commitments and letters of credit are deemed insignificant, and therefore, the estimated fair values and carrying values have not been reflected in the table above.

NOTE TWENTY
CITY HOLDING COMPANY (PARENT COMPANY ONLY) FINANCIAL INFORMATION

Condensed Balance Sheets

(in thousands)	December 31 2008	2007
Assets		
Cash	$ **1,411**	$ 9,648
Securities available-for-sale	**5,489**	4,856
Investment in subsidiaries	**290,897**	299,166
Deferred tax asset	**2,071**	210
Fixed assets	**18**	40
Other assets	**2,500**	2,915
Total Assets	$ **302,386**	$ 316,835
Liabilities		
Junior subordinated debentures	$ **16,495**	$ 16,836
Dividends payable	**5,423**	5,024
Accrued interest payable	**39**	366
Other liabilities	**-**	615
Total Liabilities	**21,957**	22,841
Shareholders' Equity	**280,429**	293,994
Total Liabilities and Shareholders' Equity	$ **302,386**	$ 316,835

Junior subordinated debentures represent the Parent Company's amounts owed to City Holding Capital Trust III and City Holding Capital Trust at December 31, 2008 and 2007, respectively.

Condensed Statements of Income

(in thousands)	Year Ended December 31 2008	2007	2006
Income			
Dividends from bank subsidiaries	$ **40,900**	$ 51,200	$ 95,200
Other income	**286**	297	366
	41,186	51,497	95,566
Expenses			
Interest expense	**1,170**	1,472	2,223
Investment securities losses	**1,954**	2	-
Loss on early extinguishment of debt	**1,208**	-	1,368
Other expenses	**413**	563	639
	4,745	2,037	4,230
Income Before Income Tax Benefit and Equity in Undistributed Net Income (Excess Dividends) of Subsidiaries	**36,441**	49,460	91,336
Income tax benefit	**(1,930)**	(890)	(1,828
Income Before Equity in Undistributed Net Income (Excess Dividends) of Subsidiaries	**38,371**	50,350	93,164
(Excess dividends) equity in undistributed net income of subsidiaries	**(10,262)**	676	(39,977
Net Income	$ **28,109**	$ 51,026	$ 53,187

Condensed Statements of Cash Flows

(in thousands)	Year Ended December 31 2008	2007	2006
Operating Activities			
Net income	$ **28,109**	$ 51,026	$ 53,187
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on early extinguishment of debentures	**–**	-	1,368
Realized investment securities losses	**1,954**	2	-
Amortization and accretion	**17**	12	25
Provision for depreciation	**22**	35	43
(Increase) decrease in other assets	**(463)**	(1,511)	4,322
(Decrease) increase in other liabilities	**(463)**	(739)	1,159
Excess dividends (equity in undistributed net income) of subsidiaries	**10,263**	(676)	39,977
Net Cash Provided by Operating Activities	**39,439**	48,149	100,081
Investing Activities			
Purchases of available for sale securities	**(5,312)**	(2,555)	(755)
Proceeds from sales of available for sale securities	**186**	718	932
Investment in subsidiaries	**(11,687)**	(11,030)	(40,017)
Net Cash Used in Investing Activities	**(16,813)**	(12,867)	(39,840)
Financing Activities			
Proceeds from long-term debt	**16,495**	-	-
Redemption of junior subordinated debentures	**(16,836)**	-	(13,002)
Dividends paid	**(21,483)**	(20,601)	(19,350)
Purchases of treasury stock	**(10,974)**	(48,232)	(24,334)
Exercise of stock options	**1,669**	154	798
Excess tax benefits from stock-based compensation arrangements	**266**	3	269

Net Cash Used in Financing Activities	**(30,863)**	(68,676)	(55,619)
(Decrease) Increase in Cash and Cash Equivalents	**(8,237)**	(33,394)	4,622
Cash and cash equivalents at beginning of year	**9,648**	43,042	38,420
Cash and Cash Equivalents at End of Year	**$ 1,411**	$ 9,648	$ 43,042

NOTE TWENTY-ONE
SUMMARIZED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

A summary of selected quarterly financial information for 2008 and 2007 follows:

(in thousands, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2008				
Interest income	**$ 37,520**	**$ 36,968**	**$ 36,522**	**$ 36,663**
Taxable equivalent adjustment	**214**	**204**	**200**	**200**
Interest income (FTE)	**37,734**	**37,172**	**36,722**	**36,863**
Interest expense	**13,601**	**11,494**	**10,241**	**10,582**
Net interest income	**24,133**	**25,678**	**26,481**	**26,281**
Provision for loan losses	**1,883**	**850**	**2,350**	**5,340**
Investment securities gains (losses)	**2**	**–**	**(27,467)**	**(10,800)**
Noninterest income	**17,316**	**14,195**	**14,709**	**13,981**
Noninterest expense	**19,899**	**18,761**	**19,246**	**17,766**
Income (loss) before income tax expense	**19,669**	**20,262**	**(7,873)**	**6,356**
Income tax expense (benefit)	**6,417**	**6,679**	**(5,516)**	**1,907**
Taxable equivalent adjustment	**214**	**204**	**200**	**200**
Net income (loss)	**$ 13,038**	**$ 13,379**	**$ (2,557)**	**$ 4,249**
Basic earnings (loss) per common share	**$ 0.81**	**$ 0.83**	**$ (0.16)**	**$ 0.26**
Diluted earnings (loss) per common share	**0.80**	**0.83**	**(0.16)**	**0.26**
Average common shares outstanding:				
Basic	**16,147**	**16,103**	**16,142**	**16,078**
Diluted	**16,205**	**16,167**	**16,195**	**16,100**
2007				
Interest income	$ 39,199	$ 39,530	$ 39,597	$ 38,989
Taxable equivalent adjustment	230	231	224	226
Interest income (FTE)	39,429	39,761	39,821	39,215
Interest expense	14,756	15,196	15,374	14,950
Net interest income	24,673	24,565	24,447	24,265
Provision for loan losses	900	1,600	1,200	1,650
Investment securities gains (losses)	-	45	(1)	1
Noninterest income	14,352	13,644	13,815	14,280
Noninterest expense	17,596	17,525	18,031	17,861
Income before income tax expense	20,529	19,129	19,030	19,035
Income tax expense	7,067	6,576	6,092	6,051
Taxable equivalent adjustment	230	231	224	226
Net income	$ 13,232	$ 12,322	$ 12,714	$ 12,758
Basic earnings per common share	$ 0.76	$ 0.72	$ 0.76	$ 0.78
Diluted earnings per common share	0.76	0.72	0.76	0.78
Average common shares outstanding:				
Basic	17,369	17,100	16,714	16,359
Diluted	17,424	17,158	16,767	16,414

NOTE TWENTY-TWO
EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share data)	**2008**	2007	2006
Net income	**$ 28,109**	$ 51,026	$ 53,187
Average shares outstanding	**16,118**	16,877	17,701
Effect of dilutive securities:			
Employee stock options	**49**	58	61
Shares for diluted earnings per share	**16,167**	16,935	17,762
Basic earnings per share	**$ 1.74**	$ 3.02	$ 3.00
Diluted earnings per share	**$ 1.74**	$ 3.01	$ 2.99

Options to purchase 97,500 and 88,750 shares of common stock at exercise prices between $36.48 and $40.88 and $36.48 and $39.34 per share were outstanding during 2008 and 2007, respectively, but were not included in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of the common shares and therefore, the effect would be antidilutive.

NOTE TWENTY-THREE
DISPOSITIONS

On February 1, 2007, the Company sold its merchant processing agreements to NOVA Information Systems, Inc. (NOVA) and recognized a pretax gain of $1.5 million. As part of this agreement, the Company and NOVA entered into an alliance and sales agreement that NOVA will provide payment processing services to the Company's merchant customers.

On August 4, 2006, the Company sold its credit card portfolio of approximately $11.5 million to Elan Financial Services (Elan), a wholly owned subsidiary of U.S. Bancorp. As part of this agreement, the Company and Elan have entered into an agent marketing agreement that will enable the Company's customers to continue to receive credit card products, while allowing Elan the exclusive marketing rights to the Company's current and prospective customer base. This transaction was completed during the third quarter of 2006 and resulted in a pre-tax gain of approximately $3.6 million for the Company.

Subsidiaries of City Holding Company

As of December 31, 2008, the subsidiaries, each wholly-owned, of City Holding Company included:

City National Bank of West Virginia 3601 MacCorkle Avenue S.E. Charleston, West Virginia	National Banking Association	Insured Depository Institution
City Financial Corporation 3601 MacCorkle Avenue S.E. Charleston, West Virginia	West Virginia Corporation	Inactive Securities Brokerage and Investment Advisory Company
City Mortgage Corporation Pittsburgh, Pennsylvania	Pennsylvania Corporation	Inactive Mortgage Banking Company
City Holding Capital Trust 25 Gatewater Road Charleston, West Virginia	Delaware Business Trust	Inactive Special-purpose Statutory Trust
City Capital Management Company 300 Delaware Avenue Wilmington, Delaware	Delaware Corporation	Capital Management Company
City Holding Capital Trust 25 Gatewater Road Charleston, West Virginia	Delaware Business Trust	Special-purpose Statutory Trust

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Annual Report (Form 10-K) of City Holding Company of our reports dated March 2, 2009, with respect to the consolidated financial statements of City Holding Company and the effectiveness of internal control over financial reporting of City Holding Company, included in the 2008 Annual Report to Shareholders of City Holding Company.

We also consent to the incorporation by reference in the following Registration Statements:

1) Registration Statement (Forms S-8 Nos. 333-115282 and 333-87667) of City Holding Company pertaining to the 2003 Incentive Plan and the 1993 Stock Incentive Plan, and

2) Registration Statement (Form S-3 No. 333-155344) of City Holding Company

of our reports dated March 2, 2009, with respect to the consolidated financial statements of City Holding Company and the effectiveness of internal control over financial reporting of City Holding Company incorporated by reference in the Annual Report (Form 10-K) for the year ended December 31, 2008.

/s/ Ernst & Young LLP

March 2, 2009
Charleston, West Virginia

Exhibit 31(a)

CERTIFICATION

I, Charles R. Hageboeck certify that:

1. I have reviewed this Annual Report on Form 10-K of City Holding Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Charles R. Hageboeck

Charles R. Hageboeck
President and Chief Executive Officer

CERTIFICATION

I, David L. Bumgarner certify that:

1. I have reviewed this Annual Report on Form 10-K of City Holding Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ David L. Bumgarner
David L. Bumgarner
Senior Vice President, Chief Financial Officer and Principal Accounting Officer

Exhibit 32(a)

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of City Holding Company (the “Company”) for the period ending December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Charles R. Hageboeck, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 2, 2009

/s/ Charles R. Hageboeck
Charles R. Hageboeck
President and Chief Executive Officer

Exhibit 32(b)

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of City Holding Company (the “Company”) for the period ending December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David L. Bumgarner, Senior Vice President, Chief Financial Officer and Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 2, 2009

/s/ David L. Bumgarner
David L. Bumgarner
Senior Vice President, Chief Financial Officer and Principal Accounting Officer