

NACCO INDUSTRIES INC  
Form 4  
February 09, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANKIN ALFRED M ET AL

2. Issuer Name and Ticker or Trading Symbol  
NACCO INDUSTRIES INC [NC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO / Group Member

NACCO INDUSTRIES, INC., 5875  
LANDERBROOK DRIVE, STE.  
300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CLEVELAND, OH 44124

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned or Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	02/07/2012		A <sup>(2)</sup>		13,883	A	\$ 0	158,794	I	AMR - Trust - A <sup>(1)</sup>
Class A Common Stock	02/08/2012		J <sup>(4)</sup>		12,646	D	\$ 0	37,354	I	By GRAT2011 <sup>(3)</sup>
Class A Common Stock	02/08/2012		J <sup>(4)</sup>		12,646	A	\$ 0	171,440	I	AMR - Trust - A <sup>(1)</sup>
Class A								14,160	I	AMR - IRA <sup>(7)</sup>

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Common Stock			
Class A Common Stock	2,265	I	AMR - RAI <u>(8)</u>
Class A Common Stock	22,385	I	AMR - RAIV <u>(9)</u>
Class A Common Stock	1,975	I	AMR - RMI (Delaware) <u>(10)</u>
Class A Common Stock	27,008	I	AMR - Trust2 (SR) <u>(11)</u>
Class A Common Stock	18,400	I	AMR - Trust3 (Grandchildren) <u>(12)</u>
Class A Common Stock	6	I	AMR RAIV GP
Class A Common Stock	30,000	I	AMR/Trust (Unitrust) <u>(13)</u>
Class A Common Stock	31,269	I	BTR - RAI <u>(14)</u>
Class A Common Stock	15,705	I	BTR - RAIV <u>(15)</u>
Class A Common Stock	621	I	BTR - Class A Trust
Class A Common Stock	2,116	I	VGR - RAI <u>(16)</u>
Class A Common Stock	21,006	I	VGR - Trust <u>(17)</u>

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

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock	\$ 0	02/08/2012		J <sup>(6)</sup>	50,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock 50,000
Class B Common Stock	<u>(5)</u>	02/08/2012		J <sup>(6)</sup>	50,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock 50,000
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 42,254
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 62,671
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 19
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 43,969
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 113,190

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124	X		CEO	Group Member

## Signatures

/s/Suzanne S. Taylor,  
attorney-in-fact

02/09/2012

\_\_Signature of Reporting Person

Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (2) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) GRAT2011-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (4) Shares distributed from GRAT into Reporting Person's Main Trust as per the terms of the GRAT.
- (5) N/A
- (6) Shares transferred out of GRAT into Main Trust per the terms of the GRAT.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (9) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (10) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
- (11) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (15) (BTR) Reporting Person serves as Trustee of brother's trust. The Trust includes proportionate limited partnership interest in shares held by Rankin Associates I, II and IV L.P. and Class A and B Common Stock; all of which are held in a Trust for the benefit of Reporting Person's brother, Bruce T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (16) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. .. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (18) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (19) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

**Remarks:**

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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