NACCO INDUSTRIES INC
Form 4
January 26, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER JOHN C JR

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
SrVP-Fin Treas & Chief Adm Off / Member of a Group

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/22/2016		J(1)		1,380	D	(2)	9,628	I	to spouse by RAIV (A)
Class A Common Stock								7,650	I	By RAII/Child 1 (3)
Class A Common Stock								4,083	I	By Trust-Child 1 (4)
								7,806	I	

Class A Common Stock				By RAII/Child 2 (3)
Class A Common Stock	3,927	I		By Trust-Child 2 (4)
Class A Common Stock	12,402	I		By RAII/Spouse (5)
Class A Common Stock	68,094	I		By Spouse/Trust (6)
Class A Common Stock	2,800	I		By IRA (7)
Class A Common Stock	7,272	I		By RAII (8)
Class A Common Stock	35,471	I		By Trust (9)

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

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SEC 1474 (9-02)

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)		8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(2)	01/22/2016		J(1)		1,380		(2)	(2)	Class A Common Stock	1,380	
	(2)							(2)	(2)		69,458	

Class B Common Stock					Class A Common Stock	
Class B Common Stock	(2)		(2)	(2)	Class A Common Stock	9,195

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER JOHN C JR NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124			SrVP-Fin Treas & Chief Adm Off	Member of a Group

Signatures

/s/ Jesse L. Adkins, attorney-in-fact	01/26/2016
**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) Class A shares were exchanged for Class B shares pursuant to the terms of the Amended and Restated Shareholders' Agreement dated September 28, 2012.

(2) N/A

(3) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P .. Reporting Person disclaims beneficial ownership of all such shares.

(4) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.

(5) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-------

(6) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.

(7) Held in an Individual Retirement Account for the benefit of the Reporting Person.

(8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-------

(9) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.

(10) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates I, L.P.-------

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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