

RANKIN ROGER F  
Form 5  
February 07, 2013

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**RANKIN ROGER F**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE., STE. 300**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of a group

**MAYFIELD HEIGHTS, OH 44124**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/13/2012	Â	G	119 A \$0	75,628	I	By Trust <u>(1)</u>
Class A Common Stock	09/13/2012	Â	G	378 A \$0	17,063	I	By Assoc II/Daughter 1 <u>(2)</u>
Class A Common	09/13/2012	Â	G	378 D \$0	34,247	I	By Assoc II <u>(3)</u>

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Stock										
Class A Common Stock	09/13/2012	Â	G	378	D	\$ 0	33,869	I	By Assoc II (3)	
Class A Common Stock	09/13/2012	Â	G	378	A	\$ 0	18,951	I	By Assoc II/Daughter 2 (2)	
Class A Common Stock	09/13/2012	Â	G	189	A	\$ 0	17,252	I	By Assoc II/Daughter 1 (2)	
Class A Common Stock	09/13/2012	Â	G	189	A	\$ 0	19,140	I	By Assoc II/Daughter 2 (2)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse (4)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,123	I	By Spouse/Trust (5)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,051	I	By Trust (Daughter 2) (6)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,938	I	By Trust (Daughter 1) (6)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (7)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 (8)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (9)	

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

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security					(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)						
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Class A Common Stock	5,143
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Class A Common Stock	5,143
Class B Common Stock	Â	06/22/2012	Â	G	75,504	Â	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Class A Common Stock	75,504
Class B Common Stock	\$ 0 <sup>(10)</sup>	06/22/2012	Â	G	Â	75,504	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Class A Common Stock	75,504

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ROGER F NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE., STE. 300 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â	Member of a group

## Signatures

/s/ John D. Neumann,  
attorney-in-fact

01/14/2013

\*\*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 Roger F. Rankin.  
Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (3) 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.
- (4) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (6) GP. Represents Reporting Person's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (7) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (9) N/A
- (10)
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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### Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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