#### BUTLER JOHN CJR

Form 5

February 14, 2011

# FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

Washington, D.C. 20549

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BUTLER JOHN C JR Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_\_X\_\_ Other (specify 12/31/2010 below) below) NACCO INDUSTRIES, VP-Corp Dev and Treasurer / Member of a INC., Â 5875 LANDERBROOK Group DRIVE, STE. 300

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

6. Individual or Joint/Group Reporting

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

#### MAYFIELD HEIGHTS, OHÂ 44124

\_X\_ Form Filed by One Reporting Person \_\_ Form Filed by More than One Reporting

(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)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	6,887	I	By RAII (1)
Class A Common Stock	07/02/2010	Â	G	504	A	\$0	6,887	I	By RAII/Child 1
Class A Common	07/02/2010	Â	G	504	A	\$ 0	7,043	I	By RAII/Child 2

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Stock									(2)
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	9,161	I	By RAII/Spouse (3)
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	9,665	I	By RAII/Spouse (3)
Class A Common Stock	11/26/2010	Â	G	1,826	A	\$ 0	11,491	I	By RAII/Spouse (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,252	I	By Trust-Child 1
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I	By Trust-Child 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,162	I	By Spouse/Trust (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,800	I	By IRA (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,912	I	By Trust (9)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					and 5)  (A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	11/26/2010	Â	G	30,492 Â	Â	(4)	(4)	Class A Common Stock	30,492

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

BUTLER JOHN C JR

NACCO INDUSTRIES, INC.

5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124  $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$  VP-Corp Dev and Treasurer

Member of a Group

Other

## **Signatures**

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

02/14/2011

\*\*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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) 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.
- (3) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (4) N/A
- (5) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates I, L.P.-----
- (6) 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.
- (7) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (9) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.

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#### **Remarks:**

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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