NACCO INDUSTRIES INC

Form 4

August 31, 2012

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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

(Check all applicable)

CEO / Group Member

below)

Issuer

below)

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

08/30/2012

_X__ Director

10% Owner _X__ Officer (give title __X__ Other (specify

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

(State)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND, OH 44124

(City)

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. Transa Code (Instr.	8)	on(A) or Dis (D)	(A) or		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)
Class A Common Stock	06/22/2012		<u>J(1)</u>	V	30,000	D	\$0	141,440	I	AMR Main Trust(A) (2)
Class A Common Stock	06/22/2012		J <u>(1)</u>	V	30,000	A	\$ 0	30,000	I	AMR JR 2012 GRAT(A) (3)
Class A Common Stock	06/22/2012		G	V	12,500	D	\$ 0	128,940	I	AMR Main Trust(A) (2)
Class A	06/22/2012		G	V	22,016	D	\$0	369	I	AMR - RAIV (4)

Common Stock								
Class A Common Stock	08/30/2012	J <u>(5)</u>	630	D	\$ 0	29,370	I	AMR/Trust (Unitrust) (6)
Class A Common Stock	08/30/2012	<u>J(5)</u>	630	A	\$ 0	630	I	CTR - Trust (7)
Class A Common Stock						37,354	I	By GRAT2011 (8)
Class A Common Stock						14,160	I	AMR - IRA (9)
Class A Common Stock						2,265	I	AMR - RAII (10)
Class A Common Stock						1,975	I	AMR - RMI (Delaware) (11)
Class A Common Stock						27,008	I	AMR - Trust2 (SR) (12)
Class A Common Stock						18,400	I	AMR - Trust3 (Grandchildren)
Class A Common Stock						0	I	AMR - Trust4 (Charities) (14)
Class A Common Stock						0	I	AMR 2009A GRAT/RAII (15)
Class A Common Stock						6	I	AMR RAIV GP
Class A Common Stock						31,269	I	BTR - RAII (16)
Class A Common Stock						15,705	I	BTR - RAIV (17)
Class A Common Stock						0	I	BTR 2009A GRAT/RAII (18)

Class A Common Stock	0	I	BTR-2010GRAT - RAII
Class A Common Stock	621	I	BTR - Class A Trust
Class A Common Stock	0	I	CTR - RAIV (19)
Class A Common Stock	0	I	CTR 2009A GRAT/Trust (20)
Class A Common Stock	0	I	CTR 2009B GRAT/RAIV (21)
Class A Common Stock	2,116	I	VGR - RAII (22)
Class A Common Stock	21,006	I	VGR - Trust (23)

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 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. Transa Code (Instr.		5. Number of onDerivative 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 or Number of Shares
Class B Common Stock	<u>(24)</u>	06/22/2012		J <u>(1)</u>	V		60,000	(24)	(24)	Class A Common Stock	60,000
Class B Common Stock	<u>(24)</u>	06/22/2012		J <u>(1)</u>	V	60,000		(24)	(24)	Class A Common Stock	60,000

Class B Common Stock	\$ 0 (24)	06/22/2012	G	V	61,636	(24)	(24)	Class A Common Stock	61,636
Class B Common Stock	(24)	06/22/2012	G	V	40,000	(24)	(24)	Class A Common Stock	40,000

Relationships

Reporting Owners

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

Signatures

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

CLEVELAND, OH 44124

08/31/2012

**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) Transfer of shares into GRAT.
- (2) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (3) GRAT2012-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2012 Grantor Retained Annuity Trust.
- (4) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (5) Transfer
- Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims benefic ial ownership of all such shares.
- (7) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) GRAT2011-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (9) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (10) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (11) 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.
- (12) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims bene ficial ownership of all such shares.
- (13) 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.
- (14) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----

Reporting Owners 4

- (15) 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.
- 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.
- (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.
- (18) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a qualified annuity interest trust for the benefit of Bruce Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (CTR RAIV) Prepresents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (20) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person disclaims all such shares.
- (21) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- 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.
- (23) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims benefic ial ownership of all such shares.
- (24) N/A
- 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.

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. 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.