

RANKIN ALISON A
 Form 5/A
 April 01, 2013

FORM 5

OMB APPROVAL

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

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 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 ALISON A

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

4. If Amendment, Date Original Filed (Month/Day/Year)
02/07/2013

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Member of a group

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 | 01/18/2013 | Â | J(1) | 200 D | \$ 0 (2) 3,938 | I | By Trust (Daughter 1) (3) |
| Class A Common Stock | 01/18/2013 | Â | J(1) | 200 A | \$ 0 (2) 0 | I | Reporting Person's spouse serves as Trustee for the benefit of |

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| | | | | | | | | | |
|----------------------------|------------|---|------------------|-----|---|------------------------|--------|---|---|
| Class A Common Stock | 01/18/2013 | Â | J ⁽⁴⁾ | 200 | A | \$ 0 ⁽²⁾ | 0 | I | A. Farnham Rankin Reporting Person's spouse serves as Trustee for the benefit of Elisabeth Rankin |
| Class A Common Stock | 01/18/2013 | Â | J ⁽⁴⁾ | 200 | D | \$ 0 ⁽²⁾ | 2,051 | I | By Trust (Daughter 2) ⁽³⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | By Assoc II ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 3,123 | I | By Trust ⁽⁶⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 19,140 | I | By Assoc II/Daughter 2 ⁽⁷⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | By Spouse (GP) ⁽⁸⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 22,385 | I | By Spouse (RA4) ⁽⁹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By Spouse/RMI (Delaware) ⁽¹⁰⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 75,628 | I | By Spouse/Trust ⁽¹¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 17,252 | I | By Assoc II/Daughter 1 ⁽⁷⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 33,869 | I | By Assoc II/Spouse ⁽¹²⁾ |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|---------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | Â | 06/22/2012 | Â | G | 75,504 | Â | Â (2) | Â (2) | Class A Common Stock | 75,504 |
| Class B Common Stock | \$ 0 (2) | 06/22/2012 | Â | G | Â | 75,504 | Â (2) | Â (2) | Class A Common Stock | 75,504 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 5,100 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 5,100 |
| Class B Common Stock | \$ 0 (2) | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 19,000 |
| Class B Common Stock | \$ 0 (2) | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 62,600 |
| Class B Common Stock | \$ 0 (2) | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 118,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALISON A NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124 | Â | Â | Â | Member of a group |

Signatures

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

04/01/2013

__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) Represents shares that Reporting Person's spouse previously held as custodian under the Uniform Gift to Minors Act that were transferred upon the minor's 21st birthday to a trust for which Reporting Person's spouse is the trustee. Such shares were previously reported by Reporting Person as part of the shares held by a trust for the benefit of the minor for which Reporting Person was the trustee.
- (2) N/A
- (3) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents shares that Reporting Person's spouse previously held as custodian under the Uniform Gift to Minors Act that were transferred upon the minor's 21st birthday to a trust for which Reporting Person's spouse is the trustee. Such shares were previously reported by Reporting Person as part of the shares held by a trust for the benefit of the minor for which Reporting Person was the trustee.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (6) Reporting Person serves as Trustee of a Trust for the benefit of Alison Rankin.
- (7) 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 is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (8) GP-Represents Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficial ownership of all such shares.
- (9) (RA4) Represents Reporting Person's Spouse's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Roger F. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (12) 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.
- (13) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

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

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