

RANKIN THOMAS T
Form 5/A
March 29, 2013

FORM 5

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

OMB APPROVAL

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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 THOMAS T

(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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Class A Common Stock	09/13/2012	Â	G	119	A	\$ 0	53,039	I	By Trust ⁽¹⁾
Class A Common Stock	09/13/2012	Â	G	378	D	\$ 0	36,839	I	By Assoc II ⁽²⁾
	09/13/2012	Â	G	189	A	\$ 0	9,420	I	

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Class A Common Stock									By AssocII/Son1 (3)
Class A Common Stock	09/13/2012	Â	G	189	D	\$ 0	36,839	I	By Assoc II (2)
Class A Common Stock	09/13/2012	Â	G	189	A	\$ 0	9,420	I	By AssocII/Son1 (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,843	I	By Assoc II/Spouse (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,622	I	By Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	8,509	I	By Trust (Son1) (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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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â (10)	Â (10)	Class A Common Stock	5,143

Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â (10)	Â (10)	Class A Common Stock	5,14
Class B Common Stock	\$ 0 (10)	06/22/2012	Â	G	Â	20,000	Â (10)	Â (10)	Class A Common Stock	20,0
Class B Common Stock	Â	06/22/2012	Â	G	20,000	Â	Â (10)	Â (10)	Class A Common Stock	20,0
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â (10)	Â (10)	Class A Common Stock	5,14
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â	Â	Â (10)	Â (10)	Class A Common Stock	19
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â	Â	Â (10)	Â (10)	Class A Common Stock	62,6
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â	Â	Â (10)	Â (10)	Class A Common Stock	92,8

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN THOMAS T
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 220
MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/ John D. Neumann,
attorney-in-fact 03/19/2013

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 Thomas T. Rankin.
- (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 son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.
- (5) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (7) (GP)Represents the 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.
- (8) (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (9) 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. Reporting Person disclaims beneficial ownership of all such shares.
- (10) N/A
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

Remarks:

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

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