

RANKIN VICTOIRE G
Form 4
February 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

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

02/07/2012

Member of a Group

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MAYFIELD HEIGHTS, OH

(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)	5. Amount of Securities Beneficially Owned 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)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	02/07/2012		A ⁽²⁾		13,883	A	\$ 0	158,794	I	AMR - Main Trust - A ⁽¹⁾
Class A Common Stock	02/08/2012		J ⁽⁴⁾		12,646	D	\$ 0	37,354	I	By Spouse/GRAT2011 ⁽³⁾
Class A Common Stock	02/08/2012		J ⁽⁴⁾		12,646	A	\$ 0	171,440	I	AMR - Main Trust - A ⁽¹⁾
Class A								30,000	I	AMR - (Unitrust) ⁽⁷⁾

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Common Stock			
Class A Common Stock	14,160	I	AMR - IRA ⁽⁸⁾
Class A Common Stock	2,265	I	AMR - RAI
Class A Common Stock	22,385	I	AMR - RAI ⁽⁹⁾
Class A Common Stock	1,975	I	AMR - RMI (Delaware) ⁽¹⁰⁾
Class A Common Stock	18,400	I	AMR - Trust3 (GC) ⁽¹¹⁾
Class A Common Stock	6	I	AMR-RAI-GP
Class A Common Stock	31,269	I	BTR - RAI
Class A Common Stock	15,705	I	BTR - RAI ⁽¹²⁾
Class A Common Stock	621	I	BTR-Class A Trust
Class A Common Stock	27,008	I	By Spouse/Trust 2 (Sr.) ⁽¹³⁾
Class A Common Stock	2,116	I	VGR - RAI ⁽¹⁴⁾
Class A Common Stock	21,006	I	VGR - Trust ⁽¹⁵⁾

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

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SEC 1474
(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0	02/08/2012		J ⁽⁴⁾	50,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	50,000
Class B Common Stock	<u>(5)</u>	02/08/2012		J ⁽⁴⁾	50,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	50,000
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	42,254
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	62,671
Class B Common Stock	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	19
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	43,969
Class B Common Stock	\$ 0 <u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	113,190

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN VICTOIRE G
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH

Member of a Group

Signatures

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

02/09/2012

__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) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) GRAT2011-Reporting Person's spouse serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (4) Shares transferred from Reporting Person's spouse's GRAT into his Main Trust per the terms of the GRAT.
- (5) N/A
- (6) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. 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 Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (12) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (13) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (15) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
- (16) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (17) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (18) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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.

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