

NACCO INDUSTRIES INC  
 Form 5  
 February 09, 2012

# FORM 5

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

OMB APPROVAL

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

(Last) (First) (Middle)

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

(Street)

**CLEVELAND, 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)  
**12/31/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO / Group Member**

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) | Amount | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--------|--|--|---|
| Class A Common Stock            | 05/02/2011                           |  | G                              | 3,080   | D          | \$ 0   | 2,265  | I  | AMR - RAI <sup>(1)</sup>                                 |   |
| Class A Common Stock            | 05/24/2011                           |  | J <sup>(3)</sup>               | 1,600   | D          | \$ 0   | 20,000 | I  | AMR - Trust3 (Grandchildren) <sup>(2)</sup>              |   |
|                                 | 05/24/2011                           |  | J <sup>(4)</sup>               | 3,200   | D          | \$ 0   | 18,400 | I  |  |   |

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|                            |            |   |   |       |   |      |         |   |   |
|----------------------------|------------|---|---|-------|---|------|---------|---|---|
| Class A<br>Common<br>Stock |            |   |   |       |   |      |         |   | AMR - Trust3<br>(Grandchildren)<br><u>(2)</u> |
| Class A<br>Common<br>Stock | 05/24/2011 | Â | G | 1,920 | D | \$ 0 | 31,269  | I | BTR - RAI <u>(5)</u>                          |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 50,000  | I | By GRAT2011<br><u>(6)</u>                     |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 14,160  | I | AMR - IRA <u>(7)</u>                          |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 22,385  | I | AMR - RAIV <u>(8)</u>                         |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 1,975   | I | AMR - RMI<br>(Delaware) <u>(9)</u>            |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 144,911 | I | AMR - Trust - A<br><u>(10)</u>                |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 27,008  | I | AMR - Trust2<br>(SR) <u>(11)</u>              |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 6       | I | AMR RAIV GP                                   |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 30,000  | I | AMR/Trust<br>(Unitrust) <u>(12)</u>           |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 15,705  | I | BTR - RAIV <u>(13)</u>                        |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 621     | I | BTR - Class A<br>Trust                        |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 2,116   | I | VGR - RAI <u>(14)</u>                         |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 21,006  | I | VGR - Trust <u>(15)</u>                       |

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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) | 8. Pr Deri Secu (Inst      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Class B Common Stock                       | \$ 0   | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 100,000                    |
| Class B Common Stock                       | Â  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 42,254                     |
| Class B Common Stock                       | \$ 0 (16)  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 62,671                     |
| Class B Common Stock                       | Â  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 13,052                     |
| Class B Common Stock                       | Â  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 19                         |
| Class B Common Stock                       | \$ 0 (16)  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 43,969                     |
| Class B Common Stock                       | \$ 0 (16)  | Â                                    | Â  | Â                              | Â Â   | Â (16) Â (16)  | Class A Common Stock  | 113,198                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | Â X           | Â         | Â CEO   |       |

RANKIN ALFRED M ET AL  
 NACCO INDUSTRIES, INC.  
 5875 LANDERBROOK DRIVE, STE. 300  
 CLEVELAND, OH 44124

Group  
 Member

## 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) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (2) 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.
- (3) Shares transferred from the Clara T. Rankin Irrevocable Trust f/b Grandchildren u/a/d 12/28/76 of which Reporting Person is Trustee, into the recipient's personal account. Recipient became entitled to the outright distribution of the principal of the trust when he turned 30 years old.
- (4) Shares transferred from the Clara T. Rankin Irrevocable Trust f/b Grandchildren u/a/d 12/28/76 of which Reporting Person is Trustee, into the recipient's personal account. Recipient became entitled to the outright distribution of the principal of the trust when he/she turned 30 years old.
- (5) 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.
- (6) GRAT2011-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents 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.
- (10) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (11) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Reporting Person 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.
- (13) (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.
- (14) 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.
- (15) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (16) N/A
- (17) 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.
- (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 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%^ o

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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