

Rankin Lynne T
 Form 5
 February 07, 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 Lynne T
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, SUITE 300
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 member of a group*

CLEVELAND, OH 44124
 (City) (State) (Zip)

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

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) | 5. Amount or Price | 6. 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 | Â | G | 192 | A | \$ 0 | 192 | I | By Custodian/Child |
| Class A Common Stock | 05/02/2011 | Â | G | 192 | A | \$ 0 | 9,042 | I | By Spouse/RAII ⁽¹⁾ |
| | 05/02/2011 | Â | G | 192 | A | \$ 0 | 9,042 | I | By Spouse/RAII ⁽¹⁾ |

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| | | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|--------|---|------------------------------------|--|
| Class A Common Stock | | | | | | | | | | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 15,683 | I | By Spouse ⁽²⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 563 | D | Â | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 862 | I | By RAII ⁽³⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,010 | I | Trust/RAII/Child1 ⁽⁴⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 645 | I | Spouse/Trust/Child1 ⁽⁵⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 862 | I | Trust/RAII/Child2 ⁽⁴⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 563 | I | Spouse/Trust/Child2 ⁽⁵⁾ | |

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.

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(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. 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. Price of Derivative Security (Instr. 5) | 9. of of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Rankin Lynne T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, SUITE 300 CLEVELAND, OH 44124 | Â | Â | Â | member of a group* |

Signatures

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

02/07/2012

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 Reporting Person's Spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Held by Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (4) Reporting Person's Spouse serves as co-trustee with his brother, Matthew Rankin of a trust for the benefit of Reporting Person's minor niece/nephew. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust for the benefit of Reporting Person's minor niece/nephew. Reporting Person's Spouse is co-trustee of the trust with his brother, Matthew M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

*As a member of a "group" deemed to own more than 10% of an equity security as a result of

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.