

NACCO INDUSTRIES INC
Form 4
January 26, 2016

FORM 4

**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).

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 ROGER F

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)
**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE., STE.
220**

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2016

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

(Street)
MAYFIELD HEIGHTS, OH 44124

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

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 Following 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	01/22/2016		J ⁽¹⁾	1	⁽²⁾	D	⁽³⁾ 6	I	By GP ⁽⁴⁾
Class A Common Stock	01/22/2016		J ⁽¹⁾	2,807		D	⁽³⁾ 19,578	I	By RA4 ⁽⁵⁾
Class A Common Stock							2,116	I	By Assoc II/Spouse ⁽⁶⁾
Class A							6,613	I	By

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Common Stock			Spouse/Trust <u>(7)</u>
Class A Common Stock	19,576	I	By Assoc II/Daughter 2 <u>(8)</u>
Class A Common Stock	2,046	I	By Trust (Daughter 2) <u>(9)</u>
Class A Common Stock	200	I	Reporting Person serves as Trustee for the Benefit of Elisabeth Rankin
Class A Common Stock	17,688	I	By Assoc II/Daughter 1 <u>(8)</u>
Class A Common Stock	3,933	I	By Trust (Daughter 1) <u>(9)</u>
Class A Common Stock	200	I	Reporting Person Serves as Trustee for the benefit of A. Farnham Rankin
Class A Common Stock	33,287	I	By Assoc II <u>(10)</u>
Class A Common Stock	1,975	I	By RMI (Delaware) <u>(11)</u>
Class A Common Stock	75,461	I	By Trust <u>(12)</u>

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)

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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. P			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(3)</u>	01/22/2016		J ⁽¹⁾		1 <u>(13)</u>		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1
Class B Common Stock	\$ 0 <u>(3)</u>	01/22/2016		J ⁽¹⁾		2,807		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,807
Class B Common Stock	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Common Stock	75,504
Class B Common Stock	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,143
Class B Common Stock	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,143
Class B Common Stock	\$ 0 <u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Common Stock	4,808
Class B Common Stock	\$ 0 <u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Class A Common Stock	118,125

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact

01/26/2016

__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) Class A shares were exchanged for Class B shares pursuant to the terms of the Amended and restated Shareholders' Agreement dated September 28, 2012.
- (2) Disposition of .8345 shares a result of share swap.
- (3) N/A
- (4) GP. Represents 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.
- (5) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (6) 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.
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) 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's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (11) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (12) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- (13) Acquisition of .8345 shares as a result of share swap.
- (14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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