#### NACCO INDUSTRIES INC

Form 5

February 17, 2015

FORM 5

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per OWNERSHIP OF SECURITIES 5 obligations response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940
Transactions
Reported

1. Name and Address RANKIN CLAIBO		2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (Fi	IDERBROOK	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014	Director 10% Owner Officer (give titleX Other (specify below) Member of a group			
(St	reet)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			

(check applicable line)

#### MAYFIELD HEIGHTS, OHÂ 44124

\_X\_ Form Filed by One Reporting Person \_\_ Form Filed by More than One Reporting

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative S	ecurit	ies Acq	uired, Dispose	d of, or Benef	icially 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		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	12/12/2014	Â	G	Amount 173	(D)	\$ 0 (1)	2,360	I	By Spouse/Trust
Class A Common Stock	12/26/2014	Â	G	18	D	\$ 0 (1)	25,768	I	By Trust (3)
Class A Common	12/26/2014	Â	G	657	D	\$ 0 (1)	25,768	I	By Trust (3)

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Stock									
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	10,399	I	By Trust (Daughter) (4)
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	5,640	I	By Trust (Son) (4)
Class A Common Stock	12/26/2014	Â	G	51	D	\$ 0 (1)	25,768	I	By Trust (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP <u>(6)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,461	I	By Assoc II
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)
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,141	I	By Assoc II/Son (10)
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,141	I	By Assoc II/Daughter

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.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(Instr.
	Derivative				Securities			
	Security				Acquired			
					(A) or			
					Disposed			

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					of (D) (Instr. 3, 4, and 5)						
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	50,000	Ä
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	5,143	Î
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	5,143	Î
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	5,143	Î
Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	19	À
Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	62,670	Ä
Class B Common	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common	20,312	Ä

 Stock
 Stock

 Class B
 Class A

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Member of a group

RANKIN CLAIBORNE R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OHÂ 44124

# **Signatures**

/s/ Jesse L. Adkins, attorney-in-fact 02/17/2015

\*\*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) N/A
- (2) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (4) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (5) 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.
- 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.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (8) RA4. 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 interest in shares held by Rankin Management, Inc. ("RMI").
- Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is (10) held in a trust for the benefit of the child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (11) 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 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.

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