

RANKIN VICTOIRE G
Form 5
February 14, 2013

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 VICTOIRE G

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH

(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)
12/31/2012

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)
Member of a Group

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 | 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 | 09/13/2012 | OH | G | 470 | D | \$ 0 | 128,470 | I | AMR - Main Trust - A ⁽¹⁾ |
| Class A Common Stock | 09/13/2012 | OH | G | 119 | A | \$ 0 | 128,589 | I | AMR - Main Trust - A ⁽¹⁾ |
| | 09/14/2012 | OH | G | 458 | D | \$ 0 | 128,131 | I | |

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| | | | | | | | | | | |
|----------------------------|------------|---|---|-------|---|------|--------|---|--|--|
| Class A Common Stock | | | | | | | | | | AMR - Main Trust - A ⁽¹⁾ |
| Class A Common Stock | 09/13/2012 | Â | G | 1,512 | D | \$ 0 | 753 | I | | AMR - RAII ⁽²⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 37,354 | I | | By Spouse/GRAT2011 ⁽³⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 30,000 | I | | By Spouse/GRAT2012 ⁽⁴⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 29,370 | I | | AMR - (Unitrust) ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 14,160 | I | | AMR - IRA ⁽⁶⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 369 | I | | AMR - RAIV ⁽⁷⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | | AMR - RMI (Delaware) ⁽⁸⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 18,400 | I | | AMR - Trust3 (GC) ⁽⁹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | | AMR-RAIV-GP |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 31,269 | I | | BTR - RAII ⁽¹⁰⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 15,705 | I | | BTR - RAIV ⁽¹¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 621 | I | | BTR-Class A Trust ⁽¹²⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 27,008 | I | | By Spouse/Trust 2 (Sr.) ⁽¹³⁾ |
| Class A Common | Â | Â | Â | Â | Â | Â | 630 | I | | CTR - Trust (A) ⁽¹⁴⁾ |

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Stock

Class A
Common Stock Â Â Â Â Â Â 2,116 I VGR - RAII ⁽¹⁵⁾

Class A
Common Stock Â Â Â Â Â Â 21,006 I VGR - Trust ⁽¹⁶⁾

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-------------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Class B Common Stock | Â | 12/31/2012 | Â | G | 5,143 | Â | Â ⁽¹⁷⁾ | Â ⁽¹⁷⁾ | Class A Common Stock 5,143 |
| Class B Common Stock | \$ 0 ⁽¹⁷⁾ | 12/31/2012 | Â | G | 5,143 | Â | Â ⁽¹⁷⁾ | Â ⁽¹⁷⁾ | Class A Common Stock 5,143 |
| Class B Common Stock | Â | 12/31/2012 | Â | G | 5,143 | Â | Â ⁽¹⁷⁾ | Â ⁽¹⁷⁾ | Class A Common Stock 5,143 |

| | | | | | | | | | | |
|-------------------------|----------------------|------------|---|---|---|-------|-------------------|-------------------|-------------------------|-------|
| Class B Common Stock | \$ 0 ⁽¹⁷⁾ | 12/31/2012 | Â | G | Â | 5,143 | Â ⁽¹⁷⁾ | Â ⁽¹⁷⁾ | Class A Common Stock | 5,143 |
|-------------------------|----------------------|------------|---|---|---|-------|-------------------|-------------------|-------------------------|-------|

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 | Â | Â | Â | Member of a Group |

Signatures

/s/ John D. Neumann,
attorney-in-fact

01/16/2013

 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) 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.
- (3) GRAT2011-Reporting Person's spouse serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (4) GRAT2012-Reporting Person's spouse serves as Trustee of the Alfred M. Rankin, Jr. 2012 Grantor Retained Annuity Trust.
- (5) 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.
- (6) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) BTR RA2-Represents the proportionate limited partnership interest in shares held by Rankin Associates II, 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.
- (11) 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.
- (12) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (13)

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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) Reporting Person's Spouse serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares .

(15) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.

(16) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.

(17) N/A

(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

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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