

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 THOMAS T

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

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

01/22/2016

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 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	12/29/2015		G	V	145	A	Ⓛ 9,565	I	By AssocII/Son1 (2)
Class A Common Stock	01/22/2016		J(3)		1 (4)	D	Ⓛ 6	I	By GP (5)
Class A Common Stock	01/22/2016		J(3)		2,807	D	Ⓛ 19,578	I	By RA4 (6)
Class A							1,843	I	By Assoc

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Common Stock						II/Spouse <u>(7)</u>
Class A Common Stock		3,622	I			By Spouse <u>(8)</u>
Class A Common Stock		500	I			By Son <u>(9)</u>
Class A Common Stock		8,488	I			By Trust (Son1) <u>(10)</u>
Class A Common Stock <u>(11)</u>		7	D			
Class A Common Stock		36,839	I			By Assoc II <u>(12)</u>
Class A Common Stock		1,975	I			By RMI (Delaware) <u>(13)</u>
Class A Common Stock		53,085	I			By Trust <u>(14)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	\$ 0 <u>(1)</u>	01/22/2016		J ⁽³⁾		1	<u>(15)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common	1

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Stock							Stock	
Class B Common Stock	\$ 0 <u>(1)</u>	01/22/2016	J ⁽³⁾	2,807	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	2,807
Class B Common Stock	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,143
Class B Common Stock	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,143
Class B Common Stock	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,143
Class B Common Stock	\$ 0 <u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	35,312
Class B Common Stock	\$ 0 <u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	92,873
Class B Common Stock	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN THOMAS T
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) N/A

(2) Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.

(3) Class A shares were exchanged for Class B shares pursuant to the terms of the Amended and Restated Stockholders' Agreement dated September 28, 2012.

(4) Disposition of .8345 shares a result of share swap.

(5) (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.

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

(7) 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.

(8) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

(9) By Son. Reporting Person disclaims beneficial ownership of all such shares.

(10) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.

(11) As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.

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

(13) 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. Reporting Person disclaims beneficial ownership of all such shares.

(14) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.

(15) Acquisition of .8345 shares as a result of share swap.

(16) 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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