

NACCO INDUSTRIES INC  
Form 4  
January 26, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**WILLIAMS CLARA R**

(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            | 01/22/2016                           |  | J <sup>(1)</sup>               | 1,380   | D   | 9,628  | I by RAIV (A)   |
| Class A Common Stock            |                                      |  |                                |   |   | 12,402   | I By Assoc II <sup>(3)</sup>                          |
| Class A Common Stock            |                                      |  |                                |   |   | 68,094   | I By Trust <sup>(4)</sup>                             |
| Class A Common Stock            |                                      |  |                                |   |   | 6,938  | I By Spouse <sup>(5)</sup>                            |

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|                      |  |  |  |       |   |  |                                  |
|----------------------|--|--|--|-------|---|--|----------------------------------|
| Common Stock         |  |  |  |       |   |  |                                  |
| Class A Common Stock |  |  |  | 6,537 | I |  | By AssocII/Spouse <u>(6)</u>     |
| Class A Common Stock |  |  |  | 9,179 | I |  | By AssocII/Daughter 2 <u>(7)</u> |
| Class A Common Stock |  |  |  | 2,553 | I |  | By Trust/Child2 <u>(8)</u>       |
| Class A Common Stock |  |  |  | 7,804 | I |  | By Assoc II/Daughter <u>(7)</u>  |
| Class A Common Stock |  |  |  | 3,927 | I |  | Trust/Child1 <u>(8)</u>          |

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 1474  
(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 Underlying Security (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Class B Common Stock                       | <u>(2)</u>   | 01/22/2016                           |  | <u>J</u> <sup>(1)</sup>        | 1,380   | <u>(2)</u>   | <u>(2)</u>  | Class A Common Stock                             | 1,380                      |
| Class B Common Stock                       | <u>(2)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>  | Class A Common Stock                             | 69,458                     |
| Class B Common                             | <u>(2)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>  | Class A Common                                   | 9,195                      |

Stock

Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                   |
|--|---------------|-----------|---------|-------------------|
|  | Director      | 10% Owner | Officer | Other             |
| WILLIAMS CLARA R<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, STE. 220<br>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) N/A
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.
- (4) Held by trust for the benefit of Reporting Person.
- (5) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (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) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Held by Trust, Reporting Person's spouse is Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (9) RAI-Represents Reporting Person's 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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