

NACCO INDUSTRIES INC
 Form 5
 February 13, 2014

FORM 5

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

OMB APPROVAL

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 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 THOMAS T
 (Last) (First) (Middle)

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

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

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

MAYFIELD HEIGHTS, OH 44124
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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)	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 Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	12/20/2013	^	G	7	A	\$ 0 ⁽²⁾	7	D	^
Class A Common Stock	12/19/2013	^	G	41	D	\$ 0 ⁽²⁾	8,488	I	By Trust (Son1) ⁽³⁾
	12/30/2013	^	G	41	A		8,488	I	

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Class A Common Stock						\$ 0 (2)			By Trust (Son1) (3)
Class A Common Stock	12/23/2013	Â	G	46	A	\$ 0 (2)	53,085	I	By Trust (4)
Class A Common Stock	02/11/2013	Â	G(3)	65	D	\$ 0	8,488	I	By Trust (Son1) (3)
Class A Common Stock	12/23/2013	Â	G	44	A	\$ 0 (2)	8,488	I	By Trust (Son1) (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,843	I	By Assoc II/Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,622	I	By Spouse (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By Son (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	9,420	I	By AssocII/Son1 (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	36,839	I	By Assoc II (10)
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 (11)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (12)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secur (Instr.			
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Class A Common Stock	5,143	Â
Class B Common Stock	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â	Class A Common Stock	35,312	Â
Class B Common Stock	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â	Class A Common Stock	19	Â
Class B Common	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â	Class A Common	62,670	Â

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

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Remarks:

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

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