

NACCO INDUSTRIES INC
Form 4/A
March 02, 2015

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 ALFRED M ET AL

(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)
02/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO / Group Member

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 or 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) | Amount or Price | | |
| Class A Common Stock | 02/26/2015 | | A ⁽¹⁾ | 24,988 | A (2) 264,782 | I | AMR Main Trust(A) ⁽³⁾ |
| Class A Common Stock | 02/26/2015 | | F ⁽⁴⁾ | 2,066 | D (2) 262,716 | I | AMR Main Trust(A) ⁽³⁾ |
| Class A Common Stock | | | | | 14,160 | I | AMR - IRA ⁽⁵⁾ |
| Class A Common Stock | | | | | 753 | I | AMR - RAI ⁽⁶⁾ |

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| | | | | | | | |
|----------------------|--|--------|---|--|--|--|--|
| Common Stock | | | | | | | |
| Class A Common Stock | | 369 | I | | | AMR - RAIV ⁽⁷⁾ | |
| Class A Common Stock | | 1,975 | I | | | AMR - RMI (Delaware) ⁽⁸⁾ | |
| Class A Common Stock | | 24,147 | I | | | AMR - Trust2 (SR) ⁽⁹⁾ | |
| Class A Common Stock | | 13,600 | I | | | AMR - Trust3 (Grandchildren) ⁽¹⁰⁾ | |
| Class A Common Stock | | 6 | I | | | AMR RAIV GP | |
| Class A Common Stock | | 29,379 | I | | | BTR - RAII ⁽¹¹⁾ | |
| Class A Common Stock | | 15,705 | I | | | BTR - RAIV ⁽¹²⁾ | |
| Class A Common Stock | | 383 | I | | | BTR - Class A Trust | |
| Class A Common Stock | | 2,116 | I | | | VGR - RAII ⁽¹³⁾ | |
| Class A Common Stock | | 21,006 | I | | | VGR - Trust ⁽¹⁴⁾ | |

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.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|---|-----------|------------------|-----------------|----------------------|----------------------------|
| | Code | V (A) (D) | | | | |
| Class B Common Stock | (2) | | (2) | (2) | Class A Common Stock | 14,322 |
| Class B Common Stock | \$ 0 (2) | | (2) | (2) | Class A Common Stock | 1,035 |
| Class B Common Stock | (2) | | (2) | (2) | Class A Common Stock | 44,662 |
| Class B Common Stock | (2) | | (2) | (2) | Class A Common Stock | 19 |
| Class B Common Stock | \$ 0 (2) | | (2) | (2) | Class A Common Stock | 43,969 |
| Class B Common Stock | (2) | | (2) | (2) | Class A Common Stock | 5,143 |
| Class B Common Stock | (2) | | (2) | (2) | Class A Common Stock | 5,143 |
| Class B Common Stock | \$ 0 (2) | | (2) | (2) | Class A Common Stock | 61,768 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124 | X | | CEO | Group Member |

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact

03/02/2015

**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) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (2) N/A
- (3) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (4) Cashless Exercise-Award shares that Reporting Person surrendered to Company in order to satisfy his/her tax withholding obligations with respect to his/her Long-Term Incentive Plan Stock Award.
- (5) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (6) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (7) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) 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.
- (9) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (12) (BTR) Reporting Person serves as Trustee of brother's trust. The Trust includes proportionate limited partnership interest in shares held by Rankin Associates I, II and IV L.P. and Class A and B Common Stock; all of which are held in a Trust for the benefit of Reporting Person's brother, Bruce T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (13) 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.
- (14) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
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 serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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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