BUTLER HELEN RANKIN

Form 4

February 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BUTLER HELEN RANKIN	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	NACCO INDUSTRIES INC [NC] 3. Date of Earliest Transaction	(Check all applicable)				
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300	(Month/Day/Year) 02/07/2012	Director 10% Owner Officer (give titleX Other (specify below) Member of a Group				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				

MAYFIELD HEIGHTS, OH 44124

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										_					

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities A	cquired, Dispose	ed of, or Bene	ficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)	
Class A Common Stock	02/07/2012		Code V A(2)	Amount 776	(D)	Price	17,027	I	By Spouse/Trust	
Class A Common Stock							2,800	I	By Spouse/IRA	
Class A Common Stock							7,272	I	By RAII/Spouse	
Class A							39,162	I	By Trust (5)	

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Common Stock			
Class A Common Stock	12,068	I	By RAII (6)
Class A Common Stock	2,097	I	By Trust-Child 2
Class A Common Stock	7,428	I	By RAII/Child 2
Class A Common Stock	2,252	I	By Trust-Child 1
Class A Common Stock	7,272	I	By RAII/Child 1

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)	4. 5. TransactionNumber Code of (Instr. 8) Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(9)</u>				<u>(9)</u>	<u>(9)</u>	Class A Common Stock	30,492	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUTLER HELEN RANKIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS. OH 44124

Member of a Group

Signatures

/s/Suzanne S. Taylor, attorney-in-fact

02/09/2012

**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 with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person di sclaims all beneficial ownership of all such shares.
- Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust for the benefit of Reporting Person.
- (6) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (7) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P... Reporting Person disclaims beneficial ownership of all such shares.
- (9) N/A
- (10) RAI-Represents Reporting Peron's limited partnership interest in shares held by Rankin Associates I, L.P.

Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than 10% of an equity security as a Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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