BUTLER JOHN CJR

Form 4

February 09, 2012

FORM 4

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

OMB APPROVAL
OMB
Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUTLER JOHN C JR			2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(=====================================			
			(Month/Day/Year)	Director 10% Owner			
NACCO INDUSTRIES, INC., 5875			02/07/2012	X Officer (give titleX Other (specify below)			
LANDERBROOK DRIVE, STE.				VP-Corp Dev and Treasurer / Member of a			
300				Group			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
MAYFIELD HEIGHTS, OH 44124				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities A	acquired, Dispose	ed of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4		ties (A) or of (D)		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		A(2)	776	A	\$0	17,027	I	By Trust (1)
Class A Common Stock							7,272	I	By RAII (3)
Class A Common Stock							2,800	Ι	By IRA (4)
							39,162	I	

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Class A Common Stock			By Spouse/Trust (5)
Class A Common Stock	12,068	I	By RAII/Spouse (6)
Class A Common Stock	2,252	I	By Trust-Child 1
Class A Common Stock	7,272	I	By RAII/Child 1
Class A Common Stock	2,097	I	By Trust-Child 2
Class A Common Stock	7,428	I	By RAII/Child 2

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

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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. Transactic Code (Instr. 8)		nNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		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	

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTLER JOHN C JR NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300

MAYFIELD HEIGHTS, OH 44124

VP-Corp Dev and Treasurer 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 serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (4) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (5) Held by Trust for the benefit of 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,
- (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) Represents the Reporting Person's spouse's proportionate limited partnership interests 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.

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