RANKIN CHLOE O

Form 4

March 08, 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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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RANKIN CHLOE O

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) NACCO INDUSTRIES INC [NC] 3. Date of Earliest Transaction

(Check all applicable)

NACCO INDUSTRIES, INC., 5875

(Street)

(Month/Day/Year) 03/06/2012

(Middle)

Director 10% Owner Officer (give title __X_ Other (specify

LANDERBROOK DRIVE, STE. 300

below) below) Member of a Group

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MAYFIELD HEIGHTS, OH 44124

(City)	(State)	(Zip) 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)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Class A Common Stock	03/06/2012		Code V	Amount 1,000	(D)	Price \$ 98.4	3,783	I	By Trust (1)
Class A Common Stock	03/06/2012		S	500	D	\$ 99.58	10,027	I	By Trust/Son
Class A Common Stock	03/06/2012		S	500	D	\$ 98.67	5,272	I	By Trust (Daughter) (2)
Class A							2,116	I	By Assoc II

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Common Stock			(3)
Class A Common Stock	6	I	By GP (4)
Class A Common Stock	40,028	I	By Assoc II/Spouse (5)
Class A Common Stock	22,385	I	By Spouse (RA4) (6)
Class A Common Stock	1,975	I	By Spouse/RMI (Delaware) (5)
Class A Common Stock	29,322	I	By Spouse/Trust (7)
Class A Common Stock	9,763	I	By Assoc II/Son (8)
Class A Common Stock	12,763	I	By Assoc II/Daughter

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

8. Price o Derivativ Security (Instr. 5)

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Class B Common Stock	\$ 0 <u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	19
Class B Common Stock	\$ 0 (9)	(9)	(9)	Class A Common Stock	62,670
Class B Common Stock	\$ 0 (9)	(9)	<u>(9)</u>	Class A Common Stock	70,312
Class B Common Stock	\$ 0 (9)	<u>(9)</u>	(9)	Class A Common Stock	97,312

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN CHLOE O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a Group

Signatures

/s/Suzanne S. Taylor,

attorney-in-fact 03/08/2012

**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 of a Trust for the benefit of Chloe O. Rankin.
- (2) Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership of all such shares.
- (5) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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- (9) N/A
- (10) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result 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.