SEELBACH SCOTT W

Form 5

Stock

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February 14, 2013

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SEELBACH SCOTT W Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner Officer (give title __X__ Other (specify 12/31/2012 below) below) NACCO INDUSTRIES, Member of a group INC., Â 5875 LANDERBROOK DRIVE, STE. 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) **MAYFIELD** _X_ Form Filed by One Reporting Person HEIGHTS, OHÂ 44124 Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Class A By Assoc Â Common 09/13/2012 G 189 \$0 9,452 Ι Α II/Spouse (1) Stock Class A By Assoc Â Common 09/13/2012 G 189 \$0 9,641 Ι

II/Spouse (1)

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Class A Common Stock									By Spouse/Trust (2)
Class A Common Stock	Â	Â	Â	Â	Â	Â	537	I	By AssocII/Child 2 (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	563	I	By Trust/Child 2 (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,321	I	By Assoc II (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	337	I	By AssocII/Child 1 (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	I	By Trust/Child 1 (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	385	I	By AssocII/Child 3 (3)

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 2270 (9-02)

> of D

> > E:

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	erivative		Secur	ities	(Instr. 5)
	Derivative				Securities Acquired		(Instr. 3 and 4)			
	Security									
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	Title	or Number	
						Exercisable Date	Date		of	
					(A) (D)					
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

SEELBACH SCOTT W NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124

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Member of a group

Signatures

/s/ John D. Neumann, attorney-in-fact

01/11/2013

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**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) 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.
- (2) Held by a Trust, together with National City Bank, Chloe R. Seelbach, Trustees for the trust dated 4/10/09. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (4) Represents Reporting Person's child's trust. Reporting Person disclaims all beneficial ownership of such shares.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â c

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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