NACCO INDUSTRIES INC

Form 4

October 02, 2014

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

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

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person	
WILLIAMS DAVID B	

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NACCO INDUSTRIES INC [NC]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

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

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220

(Street)

(Middle)

below) below) Member of a group

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

(Month/Day/Year)

10/01/2014

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

MAYFIELD HEIGHTS, OH 44124

(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)	3. Transactic 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	10/01/2014		Code V A(1)	Amount 332	(D)	Price (2)	4,905	D	
Class A Common Stock							11,008	I	to Spouse by RAIV (A)
Class A Common Stock							12,257	I	By Assoc II/Spouse (3)
Class A							60,836	I	Ву

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Common Stock			Spouse/Trust
Class A Common Stock	6,537	I	By Assoc II (5)
Class A Common Stock	9,179	I	By Assoc II/Daughter2
Class A Common Stock	832	I	Trust/Child 2
Class A Common Stock	7,804	I	By Assoc II/Daughter (6)
Class A Common Stock	2,207	I	By Trust/Child1

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(2)</u>					(2)	(2)	Class A Common Stock	69,458
Class B Common Stock	<u>(2)</u>					(2)	(2)	Class A Common Stock	30,818

8. Price o Derivativ Security (Instr. 5)

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 Class B
 Class A

 Common (2)
 (2)
 (2)
 Common (2)
 9,195

 Stock
 Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLIAMS DAVID B
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 220
MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact 10/02/2014

**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 as "Required Shares" under the company's Non-Employee Directors' Equity Compensation Plan
- (2) N/A
- (3) 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.
- (4) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (6) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person is Trustee of a Trust for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's spouse's 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.

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