

NACCO INDUSTRIES INC
Form 4/A
March 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of a Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned or 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)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	02/26/2015		A ⁽¹⁾		24,988	A	(2)	264,782	I	AMR - Main Trust - A ⁽³⁾
Class A Common Stock	02/26/2015		F ⁽⁴⁾		2,066	D	(2)	262,716	I	AMR - Main Trust - A ⁽³⁾
Class A Common Stock								14,160	I	AMR - IRA ⁽⁵⁾
Class A Common Stock								753	I	AMR - RAI ⁽⁶⁾

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Common Stock							
Class A Common Stock		369	I			AMR - RAIV ⁽⁷⁾	
Class A Common Stock		1,975	I			AMR - RMI (Delaware) ⁽⁸⁾	
Class A Common Stock		13,600	I			AMR - Trust3 (GC) ⁽⁹⁾	
Class A Common Stock		6	I			AMR-RAIV-GP	
Class A Common Stock		29,379	I			BTR - RAII ⁽¹⁰⁾	
Class A Common Stock		15,705	I			BTR - RAIV ⁽¹¹⁾	
Class A Common Stock		383	I			BTR-Class A Trust ⁽¹²⁾	
Class A Common Stock		24,147	I			By Spouse/Trust 2 (Sr.) ⁽¹³⁾	
Class A Common Stock		2,116	I			VGR - RAII ⁽¹⁴⁾	
Class A Common Stock		21,006	I			VGR - Trust	

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V (A) (D)				
Class B Common Stock	\$ 0 (2)			(2)	(2)	Class A Common Stock	14,322
Class B Common Stock	\$ 0 (2)			(2)	(2)	Class A Common Stock	1,035
Class B Common Stock	(2)			(2)	(2)	Class A Common Stock	44,662
Class B Common Stock	(2)			(2)	(2)	Class A Common Stock	19
Class B Common Stock	\$ 0 (2)			(2)	(2)	Class A Common Stock	43,969
Class B Common Stock	\$ 0 (2)			(2)	(2)	Class A Common Stock	61,768
Class B Common Stock	(2)			(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	(2)			(2)	(2)	Class A Common Stock	5,143

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN VICTOIRE G
 NACCO INDUSTRIES, INC.
 5875 LANDERBROOK DRIVE, STE. 220
 MAYFIELD HEIGHTS, OH 44124

Member of a Group

Signatures

/s/ Jesse L. Adkins,
 attorney-in-fact

03/02/2015

__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's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (2) N/A
- (3) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Spouse's Cashless Exercise-Award shares that Reporting Person's spouse surrendered to Company in order to satisfy his tax withholding obligations with respect to his Long-Term Incentive Plan Stock Award.
- (5) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (6) 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.
- (7) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (8) 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.
- (9) Reporting Person's spouse serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (10) BTR RA2-Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (11) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (12) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (15) Represents 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.
- (16) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (17)

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Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.

- (18) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates IV. Reporting Person disclaims beneficial ownership of all such shares.

- (19) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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.