

NACCO INDUSTRIES INC
Form 4
February 17, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 ALFRED M ET AL

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)
02/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO / Group Member

NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300

(Street)

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

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

CLEVELAND, 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class A Common Stock | 02/08/2011 | | A ⁽²⁾ | | 42,782 | A | \$ 0 | 194,911 | I | AMR - Trust - A ⁽¹⁾ |
| Class A Common Stock | 02/08/2011 | | J ⁽⁴⁾ | V | 50,000 | D | \$ 0 | 144,911 | I | AMR - Trust - A ⁽¹⁾ |
| Class A Common Stock | 02/08/2011 | | J ⁽⁴⁾ | V | 50,000 | A | \$ 0 | 50,000 | I | By GRAT2011 ⁽³⁾ |
| Class A | | | | | | | | 14,160 | I | AMR - IRA ⁽⁷⁾ |

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| | | | | | | |
|----------------------|--|--------|---|--|--|--|
| Common Stock | | | | | | |
| Class A Common Stock | | 5,345 | I | | AMR - RAII ⁽⁸⁾ | |
| Class A Common Stock | | 22,385 | I | | AMR - RAIV ⁽⁹⁾ | |
| Class A Common Stock | | 1,975 | I | | AMR - RMI (Delaware) ⁽¹⁰⁾ | |
| Class A Common Stock | | 27,008 | I | | AMR - Trust2 (SR) ⁽¹¹⁾ | |
| Class A Common Stock | | 23,200 | I | | AMR - Trust3 (Grandchildren) ⁽¹²⁾ | |
| Class A Common Stock | | 33,189 | I | | BTR - RAII ⁽¹³⁾ | |
| Class A Common Stock | | 15,705 | I | | BTR - RAIV ⁽¹⁴⁾ | |
| Class A Common Stock | | 621 | I | | BTR - Class A Trust | |
| Class A Common Stock | | 2,116 | I | | VGR - RAII ⁽¹⁵⁾ | |
| Class A Common Stock | | 21,006 | I | | VGR - Trust ⁽¹⁶⁾ | |

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 Securities Acquired (A) or Disposed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|----------------------|-----------------------------|------------|------------------|-----|--------|------------------|-----------------|----------------------|-------------------------|
| | | | | | | | | | |
| Class B Common Stock | (5) | 02/08/2011 | J ⁽⁴⁾ | V | 50,000 | (5) | (5) | Class A Common Stock | 50,000 |
| Class B Common Stock | \$ 0 | 02/08/2011 | J ⁽⁴⁾ | V | 50,000 | (5) | (5) | Class A Common Stock | 50,000 |
| Class B Common Stock | (5) | 02/08/2011 | J ⁽⁴⁾ | V | 50,000 | (5) | (5) | Class A Common Stock | 50,000 |
| Class B Common Stock | \$ 0 | 02/08/2011 | J ⁽⁴⁾ | V | 50,000 | (5) | (5) | Class A Common Stock | 50,000 |
| Class B Common Stock | \$ 0 (5) | | | | | (5) | (5) | Class A Common Stock | 62,671 |
| Class B Common Stock | (5) | | | | | (5) | (5) | Class A Common Stock | 19 |
| Class B Common Stock | \$ 0 (5) | | | | | (5) | (5) | Class A Common Stock | 43,969 |
| Class B Common Stock | \$ 0 (5) | | | | | (5) | (5) | Class A Common Stock | 113,19 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124 | X | | CEO | Group Member |

Signatures

/s/Suzanne S. Taylor,
attorney-in-fact

02/17/2011

**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 the Alfred M. Rankin, Jr.
- (2) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) GRAT2011-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (4) Reporting Person placed Class A and Class B Common Stock into the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
- (5) N/A
- (6) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (9) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (10) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
- (11) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (14) (BTR) Reporting Person serves as Trustee of brother's trust. The Trust includes proportionate limited partnership interest in shares held by Rankin Associates I, II and IV L.P. and Class A and B Common Stock; all of which are held in a Trust for the benefit of Reporting Person's brother, Bruce T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (15) 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.
- (16) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (17) 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 serves as the Trustee of the Trust. 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.

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