

WILLIAMS DAVID B  
Form 5  
February 13, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**WILLIAMS DAVID B**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**NACCO INDUSTRIES INC [NC]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

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**

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300**  
  
(Street)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**MAYFIELD HEIGHTS, OH 44124**  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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) Amount Price			
Class A Common Stock	05/02/2011	Â	G	385 A \$ 0	6,537	I	By Assoc II (1)
Class A Common Stock	05/02/2011	Â	G	385 A \$ 0	11,876	I	By Assoc II/Spouse (2)
Class A Common	05/02/2011	Â	G	192 A \$ 0	12,068	I	By Assoc II/Spouse (2)

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Stock										
Class A Common Stock	05/02/2011	Â	G	385	A	\$ 0	7,426	I		By Assoc II/Daughter <sup>(3)</sup>
Class A Common Stock	05/02/2011	Â	G	385	A	\$ 0	8,801	I		By Assoc II/Daughter2 <sup>(3)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,162	I		By Spouse/Trust <sup>(4)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	D		Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	I		Trust/Child 2 <sup>(5)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I		By Trust/Child1 <sup>(5)</sup>

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)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	Â	Â	Â	Â Â	Â <sup>(6)</sup> Â <sup>(6)</sup>	Class A Common Stock	30,492

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DAVID B NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	^	^	^	Member of a group

## Signatures

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

01/23/2012

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) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (2) 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.
- (3) 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.
- (4) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (5) 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.
- (6) N/A
- (7) 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.

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### Remarks:

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

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.