

NACCO INDUSTRIES INC  
Form 4  
January 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**WILLIAMS DAVID B**

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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/22/2016**

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

(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

**MAYFIELD HEIGHTS, 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)			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 Ownership (Instr. 4)
				(A) or (D)	Code	V			
Class A Common Stock	12/22/2016		G	V	199	D	12,203	I	By Assoc II/Spouse <sup>(2)</sup>
Class A Common Stock	12/22/2016		G	V	199	A	8,003	I	By Assoc II/Daughter <sup>(3)</sup>
Class A Common Stock	12/22/2016		G	V	199	D	12,004	I	By Assoc II/Spouse <sup>(2)</sup>
Class A Common Stock	12/22/2016		G	V	199	A	9,378	I	By Assoc

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Common Stock									II/Daughter2 <u>(3)</u>	
Class A Common Stock	12/22/2016		G	V	100	A	<u>1</u>	12,104	I	By Assoc II/Spouse <u>(2)</u>
Class A Common Stock	12/22/2016		G	V	199	A	<u>1</u>	12,303	I	By Assoc II/Spouse <u>(2)</u>
Class A Common Stock	12/22/2016		G	V	199	A	<u>1</u>	6,736	I	By Assoc II <u>(4)</u>
Class A Common Stock	12/22/2016		G	V	199	A	<u>1</u>	8,202	I	By Assoc II/Daughter <u>(3)</u>
Class A Common Stock	12/22/2016		G	V	199	A	<u>1</u>	9,577	I	By Assoc II/Daughter2 <u>(3)</u>
Class A Common Stock	01/03/2017		A <sup>(5)</sup>		243	A	<u>1</u>	8,292	D	
Class A Common Stock								9,628	I	to Spouse by RAIV (A)
Class A Common Stock								68,094	I	By Spouse/Trust <u>(6)</u>
Class A Common Stock								2,553	I	Trust/Child 2 <u>(7)</u>
Class A Common Stock								3,927	I	By Trust/Child1 <u>(7)</u>

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)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)						
Class B Common Stock	(1)				(1)	(1)	Class A Common Stock	69,458
Class B Common Stock	(1)				(1)	(1)	Class A Common Stock	32,199
Class B Common Stock	(1)				(1)	(1)	Class A Common Stock	9,195

## 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		X		Member of a group

## Signatures

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

01/05/2017

\*\*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) N/A
- (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) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (5) Shares of Class A Common Stock awarded to the Reporting Person as "Required Shares" under the company's Non-Employee Directors' Equity Compensation Plan
- (6) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.

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- (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.

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