

NACCO INDUSTRIES INC  
Form 4/A  
March 02, 2015

**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**  
  
(Last) (First) (Middle)  
  
**NACCO INDUSTRIES, INC., 5875  
LANDERBROOK DRIVE, STE.  
220**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO / Group Member**

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

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

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 <sup>(1)</sup>		24,988	A	(2) 264,782	I AMR Main Trust(A) <sup>(3)</sup>
Class A Common Stock	02/26/2015		F <sup>(4)</sup>		2,066	D	(2) 262,716	I AMR Main Trust(A) <sup>(3)</sup>
Class A Common Stock							14,160	I AMR - IRA <sup>(5)</sup>
Class A Common Stock							753	I AMR - RAI <sup>(6)</sup>

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Common Stock							
Class A Common Stock			369	I		AMR - RAIV <sup>(7)</sup>	
Class A Common Stock			1,975	I		AMR - RMI (Delaware) <sup>(8)</sup>	
Class A Common Stock			24,147	I		AMR - Trust2 (SR) <sup>(9)</sup>	
Class A Common Stock			13,600	I		AMR - Trust3 (Grandchildren) <sup>(10)</sup>	
Class A Common Stock			6	I		AMR RAIV GP	
Class A Common Stock			29,379	I		BTR - RAII <sup>(11)</sup>	
Class A Common Stock			15,705	I		BTR - RAIV <sup>(12)</sup>	
Class A Common Stock			383	I		BTR - Class A Trust	
Class A Common Stock			2,116	I		VGR - RAII <sup>(13)</sup>	
Class A Common Stock			21,006	I		VGR - Trust <sup>(14)</sup>	

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

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(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	(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	(2)		(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	(2)		(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	\$ 0 (2)		(2)	(2)	Class A Common Stock	61,768

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124	X		CEO	Group Member

## 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 under the Company's Executive Long-Term Incentive Compensation Plan.
  - (2) N/A
  - (3) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
  - (4) Cashless Exercise-Award shares that Reporting Person surrendered to Company in order to satisfy his/her tax withholding obligations with respect to his/her Long-Term Incentive Plan Stock Award.
  - (5) Held in an Individual Retirement Account for the benefit of the Reporting Person.
  - (6) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
  - (7) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
  - (8) 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.
  - (9) 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.
  - (10) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
  - (11) 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.
  - (12) (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.
  - (13) 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.
  - (14) 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.
  - (15) 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.

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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