

NACCO INDUSTRIES INC  
Form 4  
December 28, 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 \*  
**BUTLER JOHN C JR**

(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)  
**12/23/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SrVP-Fin Treas & Chief Adm Off / 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 Following 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 (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 12/23/2015                           |                                                    | P                              | 422 A \$ 41.7982 (1)                                              | 63,178                                                                                        | I                                                        | By Spouse/Trust (2)                                   |
| Class A Common Stock            | 12/24/2015                           |                                                    | P                              | 210 A \$ 42.8334 (1)                                              | 63,388                                                                                        | I                                                        | By Spouse/Trust (2)                                   |
| Class A Common Stock            | 12/28/2015                           |                                                    | P                              | 236 A \$ 42.9845 (1)                                              | 63,624                                                                                        | I                                                        | By Spouse/Trust (2)                                   |
|                                 |                                      |                                                    |                                |                                                                   | 7,650                                                                                         | I                                                        |                                                       |

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|                            |  |  |        |   |  |                            |
|----------------------------|--|--|--------|---|--|----------------------------|
| Class A<br>Common<br>Stock |  |  |        |   |  | By<br>RAII/Child 1<br>(3)  |
| Class A<br>Common<br>Stock |  |  | 4,083  | I |  | By<br>Trust-Child 1<br>(4) |
| Class A<br>Common<br>Stock |  |  | 7,806  | I |  | By<br>RAII/Child 2<br>(3)  |
| Class A<br>Common<br>Stock |  |  | 3,927  | I |  | By<br>Trust-Child 2<br>(4) |
| Class A<br>Common<br>Stock |  |  | 12,257 | I |  | By<br>RAII/Spouse<br>(5)   |
| Class A<br>Common<br>Stock |  |  | 11,008 | I |  | to spouse by<br>RAIV (A)   |
| Class A<br>Common<br>Stock |  |  | 2,800  | I |  | By IRA (6)                 |
| Class A<br>Common<br>Stock |  |  | 7,272  | I |  | By RAII (7)                |
| Class A<br>Common<br>Stock |  |  | 35,471 | I |  | By Trust (8)               |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|

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|                      | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
|----------------------|------|---|-----|-----|------------------|-----------------|----------------------|----------------------------|
| Class B Common Stock |      |   |     |     | (9)              | (9)             | Class A Common Stock | 69,458                     |
| Class B Common Stock |      |   |     |     | (9)              | (9)             | Class A Common Stock | 30,818                     |
| Class B Common Stock |      |   |     |     | (9)              | (9)             | Class A Common Stock | 9,195                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |                                |                   |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------------------|
|                                                                                                                 | Director      | 10% Owner | Officer                        | Other             |
| BUTLER JOHN C JR<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, STE.<br>220<br>MAYFIELD HEIGHTS, OH 44124 |               |           | SrVP-Fin Treas & Chief Adm Off | Member of a Group |

## Signatures

/s/ John D. Neumann,  
attorney-in-fact

12/28/2015

\*\*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) Purchases made as part of multiple share lots. Price represents average price.
- (2) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (6) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (8) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- (9) N/A
- (10) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates I, L.P.-----

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