

RANKIN CLAIBORNE R
Form 4
March 12, 2012

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 CLAIBORNE R

(Last) (First) (Middle)

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

(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)
03/09/2012

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)
NMHG Dir and Group Member

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/09/2012		S	194 D	\$ 99.63 29,128	I	By Trust ⁽¹⁾
Class A Common Stock	03/09/2012		S	6 D	\$ 99.77 29,122	I	By Trust ⁽¹⁾
Class A Common Stock	03/09/2012		S	100 D	\$ 99.91 29,022	I	By Trust ⁽¹⁾
Class A Common Stock	03/09/2012		S	200 D	\$ 99.66 28,822	I	By Trust ⁽¹⁾

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Common Stock								
Class A Common Stock	03/09/2012	S	100	D	\$ 100.005	28,722	I	By Trust <u>(1)</u>
Class A Common Stock	03/09/2012	S	200	D	\$ 100.07	28,522	I	By Trust <u>(1)</u>
Class A Common Stock	03/09/2012	S	100	D	\$ 100.095	28,422	I	By Trust <u>(1)</u>
Class A Common Stock	03/09/2012	S	100	D	\$ 100.19	28,322	I	By Trust <u>(1)</u>
Class A Common Stock	03/09/2012	S	200	D	\$ 100.12	28,122	I	By Trust <u>(1)</u>
Class A Common Stock	03/09/2012	S	200	D	\$ 100.31	27,922	I	By Trust <u>(1)</u>
Class A Common Stock						2,116	I	By Assoc II/Spouse <u>(2)</u>
Class A Common Stock						3,783	I	By Spouse/Trust <u>(3)</u>
Class A Common Stock						6	I	By GP <u>(4)</u>
Class A Common Stock						40,028	I	By Assoc II <u>(5)</u>
Class A Common Stock						22,385	I	By RA4 <u>(6)</u>
Class A Common Stock						1,975	I	By RMI (Delaware) <u>(7)</u>
Class A Common Stock						9,763	I	By Assoc II/Son <u>(8)</u>
Class A Common Stock						10,027	I	By Trust (Son) <u>(9)</u>

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Class A Common Stock	12,763	I	By Assoc II/Daughter (8)
Class A Common Stock	5,272	I	By Trust (Daughter) (9)

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.

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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 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 Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B Common Stock	\$ 0 (10)					(10)	(10)	Class A Common Stock	70,312
Class B Common Stock	\$ 0 (10)					(10)	(10)	Class A Common Stock	62,670
Class B Common Stock	\$ 0 (10)					(10)	(10)	Class A Common Stock	19
Class B Common Stock	\$ 0 (10)					(10)	(10)	Class A Common Stock	97,312

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN CLAIBORNE R
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH 44124

NMHG Dir and Group Member

Signatures

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

03/12/2012

__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) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (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) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (4) GP. Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates, IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (6) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (7) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (8) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of the child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (10) N/A
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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