

NACCO INDUSTRIES INC  
 Form 5  
 February 17, 2015

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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).  
 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 \*  
**RANKIN CLAIBORNE R**  
 (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)  
**12/31/2014**

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. 220**  
 (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) Price			
Class A Common Stock	12/12/2014	^	G	173 D	\$ 0 (1)	2,360 I	By Spouse/Trust (2)
Class A Common Stock	12/26/2014	^	G	18 D	\$ 0 (1)	25,768 I	By Trust (3)
Class A Common	12/26/2014	^	G	657 D	\$ 0 (1)	25,768 I	By Trust (3)

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Stock										
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	10,399	I	By Trust (Daughter) (4)	
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	5,640	I	By Trust (Son) (4)	
Class A Common Stock	12/26/2014	Â	G	51	D	\$ 0 (1)	25,768	I	By Trust (3)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse (5)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (6)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,461	I	By Assoc II (7)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 (8)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (9)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,141	I	By Assoc II/Son (10)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,141	I	By Assoc II/Daughter (10)	

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri... Deriv... Secur... (Instr.
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of (D)  
(Instr. 3,  
4, and 5)

(A) (D) Date Expiration Title Amount  
Exercisable Date or  
Number  
of Shares

Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	50,000	Â
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Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	5,143	Â
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Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	5,143	Â
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Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	5,143	Â
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Class B Common Stock	\$ 0 <u>(1)</u>	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	19	Â
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Class B Common Stock	\$ 0 <u>(1)</u>	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	62,670	Â
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Class B Common	\$ 0 <u>(1)</u>	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common	20,312	Â
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Stock										Stock
Class B										Class A
Common Stock	\$ 0 <sup>(1)</sup>	Â	Â	Â	Â	Â	Â	Â <sup>(1)</sup>	Â <sup>(1)</sup>	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. 220 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â	Member of a group

## Signatures

/s/ Jesse L. Adkins, attorney-in-fact 02/17/2015

\*\*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) N/A
- (2) 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.
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (8) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (9) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (10) 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.
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

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.