

RANKIN CLAIBORNE R
Form 5
February 13, 2012

FORM 5

**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). 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)
12/31/2011

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Class A Common Stock | 05/02/2011 | Â | G | 961 D \$ 0 | 40,028 | I | By Assoc II (1) |
| Class A Common Stock | 05/02/2011 | Â | G | 192 A \$ 0 | 12,571 | I | By Assoc II/Daughter (2) |
| Class A Common | 05/02/2011 | Â | G | 192 A \$ 0 | 12,763 | I | By Assoc II/Daughter (2) |

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| | | | | | | | | | | |
|----------------------------|------------|---|-------------|-------|---|------|--------|---|-----------------------------------|--|
| Stock | | | | | | | | | | |
| Class A Common Stock | 05/02/2011 | Â | G | 192 | A | \$ 0 | 9,571 | I | By Assoc II/Son <u>(2)</u> | |
| Class A Common Stock | 05/02/2011 | Â | G | 192 | A | \$ 0 | 9,763 | I | By Assoc II/Son <u>(2)</u> | |
| Class A Common Stock | 05/24/2011 | Â | <u>J(4)</u> | 1,600 | A | \$ 0 | 7,327 | I | By Trust (Son) <u>(3)</u> | |
| Class A Common Stock | 05/24/2011 | Â | <u>J(4)</u> | 3,200 | A | \$ 0 | 10,527 | I | By Trust (Son) <u>(3)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | By Assoc II/Spouse <u>(5)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,783 | I | By Spouse/Trust <u>(6)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | By GP <u>(7)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 22,385 | I | By RA4 <u>(8)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By RMI (Delaware) <u>(9)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 29,322 | I | By Trust <u>(10)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,772 | I | By Trust (Daughter) <u>(3)</u> | |

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. Pri Deriv Secur (Instr. |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|----------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|----------------------------|

| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|---|-----|------------------|-----------------|----------------------|----------------------------|
| | (A) | (D) | | | | |
| Class B Common Stock | \$ 0 ⁽¹¹⁾ | Â | Â | Â | Class A Common Stock | 19 |
| Class B Common Stock | \$ 0 ⁽¹¹⁾ | Â | Â | Â | Class A Common Stock | 62,670 |
| Class B Common Stock | \$ 0 ⁽¹¹⁾ | Â | Â | Â | Class A Common Stock | 70,312 |
| Class B Common Stock | \$ 0 ⁽¹¹⁾ | Â | Â | Â | 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 | Â | Â | Â | NMHG Dir and Group Member |

Signatures

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

02/13/2012

**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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) 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.
- (3) 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.

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- (4) Shares transferred from the Clara T. Rankin Irrevocable Trust f/b Grandchildren u/a/d 12/28/76. Reporting Person's child received the distribution per the terms of the Trust.
- (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) 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.
- (7) 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.
- (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) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (11) N/A
- (12) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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Remarks:

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

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.