

Rankin Lynne T
 Form 5
 February 14, 2019

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 Lynne T

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

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)
 member of a group*

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 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 | 11/08/2018 | Â | G | 102 | A | \$ 0 (1) | 9,562 | I | By Spouse/RAII (2) |
| Class A Common Stock | 11/08/2018 | Â | G | 102 | A | \$ 0 (1) | 1,712 | I | Trust/RAII/Child2 (3) |
| | 11/08/2018 | Â | G | 102 | A | | 1,860 | I | Trust/RAII/Child1 (3) |

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| | | | | | | | | | |
|----------------------------|------------|---|---|-----|---|-------------|--------|---|----------------------------|
| Class A Common Stock | | | | | | \$ 0 (1) | | | |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | A | \$ 0 (1) | 9,562 | I | By Spouse/RAII (2) |
| Class A Common Stock | 11/08/2018 | Â | G | 102 | A | \$ 0 (1) | 761 | I | By RAI/Daughter (4) |
| Class A Common Stock | 11/08/2018 | Â | G | 102 | A | \$ 0 (1) | 569 | I | By RAI/Son (5) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | A | \$ 0 (1) | 1,860 | I | Trust/RAI/Child1 (3) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | A | \$ 0 (1) | 1,712 | I | Trust/RAI/Child2 (3) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | D | \$ 0 (1) | 9,562 | I | By Spouse/RAII (2) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | A | \$ 0 (1) | 761 | I | By RAI/Daughter (4) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | A | \$ 0 (1) | 569 | I | By RAI/Son (5) |
| Class A Common Stock | 11/08/2018 | Â | G | 205 | D | \$ 0 (1) | 9,562 | I | By Spouse/RAII (2) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 15,768 | I | By Spouse/Trust (6) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 563 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 862 | I | By RAI (7) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 645 | I | Spouse/Trust/Child1 (8) |
| Class A Common | Â | Â | Â | Â | Â | Â | 563 | I | Spouse/Trust/Child2 (8) |

Stock

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 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) | 9. of D |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rankin Lynne T
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 220
MAYFIELD HEIGHTS, OH 44124

Â Â Â member of a group*

Signatures

/s/ Jesse L. Adkins, 02/14/2019
attorney-in-fact

**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) Represents Reporting Person's Spouse's proportionate limited partnership interests 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 co-trustee of a trust, with his brother Matthew Rankin, for the benefit of Reporting Person's minor niece/nephew. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's daughter's proportionate limited partnership interests in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person disclaims beneficial ownership of all such shares.

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- (5) Represents the Reporting Person's son's proportionate limited partnership interests in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of the son. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (8) Held by Trust for the benefit of Reporting Person's minor niece/nephew. Reporting Person's Spouse is co-trustee of the trust with his brother, Matthew M. Rankin. 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 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.