

RANKIN CHLOE O
Form 4
September 11, 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 CHLOE O

(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)

09/10/2012

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)
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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	09/10/2012		S	100	D	\$ 109.17	3,683	I	By Trust ⁽¹⁾
Class A Common Stock	09/10/2012		S	200	D	\$ 109.405	3,483	I	By Trust ⁽¹⁾
Class A Common Stock	09/10/2012		S	1	D	\$ 109.41	3,482	I	By Trust ⁽¹⁾
Class A Common Stock	09/10/2012		S	599	D	\$ 109	2,883	I	By Trust ⁽¹⁾

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Common Stock								
Class A Common Stock	09/10/2012	S	100	D	\$ 109.04	2,783	I	By Trust ⁽¹⁾
Class A Common Stock						2,116	I	By Assoc II ⁽²⁾
Class A Common Stock						6	I	By GP ⁽³⁾
Class A Common Stock						40,028	I	By Assoc II/Spouse ⁽⁴⁾
Class A Common Stock						22,385	I	By Spouse (RA4) ⁽⁵⁾
Class A Common Stock						1,975	I	By Spouse/RMI (Delaware) ⁽⁴⁾
Class A Common Stock						27,322	I	By Spouse/Trust ⁽⁶⁾
Class A Common Stock						9,763	I	By Assoc II/Son ⁽⁷⁾
Class A Common Stock						10,027	I	By Trust/Son ⁽⁸⁾
Class A Common Stock						12,763	I	By Assoc II/Daughter ⁽⁷⁾
Class A Common Stock						5,272	I	By Trust (Daughter) ⁽⁸⁾

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(9)</u>	06/22/2012		G	V 50,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock 50,000
Class B Common Stock	<u>(9)</u>	06/22/2012		G	V 50,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock 50,000
Class B Common Stock	\$ 0 <u>(9)</u>					<u>(9)</u> <u>(9)</u>	Class A Common Stock 19
Class B Common Stock	\$ 0 <u>(9)</u>					<u>(9)</u> <u>(9)</u>	Class A Common Stock 62,670
Class B Common Stock	\$ 0 <u>(9)</u>					<u>(9)</u> <u>(9)</u>	Class A Common Stock 97,312

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN CHLOE O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124				Member of a Group

Signatures

/s/Suzanne S. Taylor,
attorney-in-fact 09/11/2012

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

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GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficial ownership of all such shares.

- (4) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, 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 Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (7) 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's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (9) N/A
- (10) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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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