

NACCO INDUSTRIES INC
Form 4
February 12, 2014

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 *
BUTLER HELEN RANKIN

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2014

____ Director
____ 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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	12/23/2013		G	V 44	A	45,685	By Trust ⁽²⁾
Class A Common Stock	12/27/2013		G	V 110	A	45,795	By Trust ⁽²⁾
Class A Common Stock	12/27/2013		G	V 110	A	28,864	By Spouse/Trust ⁽³⁾
Class A Common Stock	12/27/2013		G	V 110	A	2,362	By

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Common Stock								Trust-Child 1 <u>(4)</u>			
Class A Common Stock	12/27/2013		G V 110	A	<u>1</u>	2,207	I	By Trust-Child 2 <u>(4)</u>			
Class A Common Stock	12/30/2013		G V 41	A	<u>1</u>	45,836	I	By Trust <u>(2)</u>			
Class A Common Stock	02/10/2014		A ⁽⁵⁾			1,443	A	<u>1</u>	30,307	I	By Spouse/Trust <u>(3)</u>
Class A Common Stock						7,650	I	By RAII/Child 1 <u>(6)</u>			
Class A Common Stock						7,806	I	By RAII/Child 2 <u>(6)</u>			
Class A Common Stock						12,257	I	By RAII <u>(7)</u>			
Class A Common Stock						11,008	I	by RAIV <u>(8)</u>			
Class A Common Stock						2,800	I	By Spouse/IRA <u>(9)</u>			
Class A Common Stock						7,272	I	By RAII/Spouse <u>(10)</u>			

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. Price of Derivative Security (Instr. 5)
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of (D)
(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(1)	(1)	Class A Common Stock	69,458
Class B Common Stock		(1)					
				(1)	(1)	Class A Common Stock	30,818
Class B Common Stock		\$ 0					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER HELEN RANKIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124				Member of a Group

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact
02/12/2014

**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) Held by Trust for the benefit of Reporting Person.
- (3) Reporting Person's spouse serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person disclaims all beneficial ownership of all such shares.
- (4) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Spouse's shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (6) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P. 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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates IV, L.P.
- (9) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (10)

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Represents the 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.

- (11) RAI-Represents Reporting Peron's limited partnership interest in shares held by Rankin Associates I, L.P.

Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than 10% of an equity security as a

Note: File three copies of this Form, one of which must be manually signed. If space 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.