

NACCO INDUSTRIES INC
Form 5
February 17, 2015

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 ALFRED M ET AL

(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)
12/31/2014

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)
CEO / Group Member

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) | 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) Amount or (D) Price | | | |
| Class A Common Stock | 02/13/2014 | Â | J ⁽¹⁾ | 1,431 D | \$ 0 (2) 24,147 | I | AMR - Trust2 (SR) (3) |
| Class A Common Stock | 06/23/2014 | Â | J ⁽⁴⁾ | 15,000 D | \$ 0 (2) 0 | I | AMR JR 2012 GRAT(A) (5) |
| | 07/11/2014 | Â | G | 1,600 D | 13,600 | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|------------------|--------|---|-------------|---------|---|---|
| Class A Common Stock | | | | | | \$ 0 (2) | | | AMR - Trust3 (Grandchildren) (6) |
| Class A Common Stock | 06/23/2014 | Â | J ⁽⁴⁾ | 15,000 | D | \$ 0 (2) | 0 | I | AMR JR 2012 GRAT(A) ⁽⁵⁾ |
| Class A Common Stock | 07/11/2014 | Â | G | 3,200 | D | \$ 0 (2) | 13,600 | I | AMR - Trust3 (Grandchildren) (6) |
| Class A Common Stock | 02/13/2014 | Â | J ⁽¹⁾ | 1,430 | D | \$ 0 (2) | 24,147 | I | AMR - Trust2 (SR) ⁽³⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 14,160 | I | AMR - IRA ⁽⁷⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 753 | I | AMR - RAI ⁽⁸⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 369 | I | AMR - RAIV ⁽⁹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | AMR - RMI (Delaware) ⁽¹⁰⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 239,794 | I | AMR Main Trust(A) ⁽¹¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | AMR RAIV GP |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 29,379 | I | BTR - RAI ⁽¹²⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 15,705 | I | BTR - RAIV ⁽¹³⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 383 | I | BTR - Class A Trust |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | VGR - RAI ⁽¹⁴⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 21,006 | I | VGR - Trust ⁽¹⁵⁾ |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | Â | 06/23/2014 | Â | J ⁽⁴⁾ | Â | 9,195 | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 9,195 |
| Class B Common Stock | Â | 06/23/2014 | Â | J ⁽⁴⁾ | Â | 9,195 | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 9,195 |
| Class B Common Stock | Â | 06/23/2014 | Â | J ⁽⁴⁾ | Â | 22,500 | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 22,500 |
| Class B Common Stock | Â | 06/23/2014 | Â | J ⁽⁴⁾ | 22,500 | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 22,500 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 14,300 |
| Class B Common Stock | \$ 0 <u>(2)</u> | Â | Â | Â | Â | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 1,030 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 19,000 |
| Class B Common Stock | \$ 0 <u>(2)</u> | Â | Â | Â | Â | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 43,900 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â <u>(2)</u> | Â <u>(2)</u> | Class A Common Stock | 5,140 |

| | | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|-------|-------|----------------------------|------|
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 5,14 |
|----------------------------|---|---|---|---|---|---|-------|-------|----------------------------|------|

| | | | | | | | | | | |
|----------------------------|----------|---|---|---|---|---|-------|-------|----------------------------|------|
| Class B Common Stock | \$ 0 (2) | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock | 61,7 |
|----------------------------|----------|---|---|---|---|---|-------|-------|----------------------------|------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124 | Â X | Â | Â CEO | Group Member |

Signatures

/s/ Jesse L. Adkins, 02/17/2015
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) Transfer of shares pursuant to terms of the GST.
- (2) N/A
- (3) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Transfer of shares pursuant to terms of the GRAT.
- (5) GRAT2012-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2012 Grantor Retained Annuity Trust.
- (6) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (9) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (10)

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Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.

(11) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.

(12) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

(13) (BTR) Reporting Person serves as Trustee of brother's trust. The Trust includes proportionate limited partnership interest in shares held by Rankin Associates I, II and IV L.P. and Class A and B Common Stock; all of which are held in a Trust for the benefit of Reporting Person's brother, Bruce T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

(14) 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.

(15) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

(16) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. 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.