

BUTLER JOHN C JR  
Form 5  
February 07, 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 \*  
BUTLER JOHN C JR

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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)  
VP-Corp Dev and Treasurer / 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            | 05/02/2011                           | Â  | G                              | 192   | A          | \$ 0  | 12,068   | I  | By RAI/Spouse (1)                                     |
| Class A Common Stock            | 05/02/2011                           | Â  | G                              | 385   | A          | \$ 0  | 7,272  | I  | By RAI (2)  |
| Class A Common                  | 05/02/2011                           | Â  | G                              | 385   | A          | \$ 0  | 12,068   | I  | By RAI/Spouse   |

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|                            |            |   |   |     |   |      |        |   |                            |
|----------------------------|------------|---|---|-----|---|------|--------|---|----------------------------|
| Stock                      |            |   |   |     |   |      |        |   | (1)                        |
| Class A<br>Common<br>Stock | 05/02/2011 | Â | G | 385 | A | \$ 0 | 7,428  | I | By<br>RAII/Child 2<br>(3)  |
| Class A<br>Common<br>Stock | 05/02/2011 | Â | G | 385 | A | \$ 0 | 7,272  | I | By<br>RAII/Child 1<br>(3)  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,252  | I | By<br>Trust-Child 1<br>(4) |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,097  | I | By<br>Trust-Child 2<br>(4) |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 39,162 | I | By<br>Spouse/Trust<br>(5)  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,800  | I | By IRA (6)                 |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 16,251 | I | By Trust (7)               |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares         |
|   |  |   |   |                                      |  | (A)  | (D)   |   |  |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |                   |
|--|---------------|-----------|--------------------------------|-------------------|
|  | Director      | 10% Owner | Officer                        | Other             |
| BUTLER JOHN C JR<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, STE. 300<br>MAYFIELD HEIGHTS, OH 44124 | Â             | Â         | Â VP-Corp Dev and<br>Treasurer | Member of a Group |

## Signatures

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

02/07/2012

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 spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (3) 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.
- (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) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (7) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.

### Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than

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