

NACCO INDUSTRIES INC
Form 4
December 28, 2015

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 ROGER F

(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. Date of Earliest Transaction
(Month/Day/Year)
12/23/2015

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/23/2015		P		212	A	\$ 41.7982 (1)	4,151	I	By Spouse/Trust (2)
Class A Common Stock	12/24/2015		P		106	A	\$ 42.8334 (1)	4,257	I	By Spouse/Trust (2)
Class A Common Stock	12/28/2015		P		119	A	\$ 42.9845 (1)	4,376	I	By Spouse/Trust (2)
Class A								2,116	I	By Assoc

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Common Stock			II/Spouse ⁽³⁾
Class A Common Stock	19,140	I	By Assoc II/Daughter 2 ⁽⁴⁾
Class A Common Stock	2,046	I	By Trust (Daughter 2) ⁽⁵⁾
Class A Common Stock	200	I	Reporting Person serves as Trustee for the Benefit of Elisabeth Rankin
Class A Common Stock	17,252	I	By Assoc II/Daughter 1 ⁽⁴⁾
Class A Common Stock	3,933	I	By Trust (Daughter 1) ⁽⁵⁾
Class A Common Stock	200	I	Reporting Person Serves as Trustee for the benefit of A. Farnham Rankin
Class A Common Stock	6	I	By GP ⁽⁶⁾
Class A Common Stock	22,385	I	By RA4 ⁽⁷⁾
Class A Common Stock	33,869	I	By Assoc II ⁽⁸⁾
Class A Common Stock	1,975	I	By RMI (Delaware) ⁽⁹⁾
Class A Common Stock	75,461	I	By Trust ⁽¹⁰⁾

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) (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	75,504
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	5,143
Class B Common Stock	(11)					(11)	(11)	Class A Common Stock	5,143
Class B Common Stock	\$ 0 (11)					(11)	(11)	Class A Common Stock	19
Class B Common	\$ 0 (11)					(11)	(11)	Class A Common	62,670

Stock					Stock	
Class B					Class A	
Common	\$ 0	<u>(11)</u>		<u>(11)</u>	Common	4,808
Stock					Stock	
Class B					Class A	
Common	\$ 0	<u>(11)</u>		<u>(11)</u>	Common	118,125
Stock					Stock	

Reporting Owners

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

Signatures

/s/ John D. Neumann,
attorney-in-fact

12/28/2015

__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) Purchases made as part of multiple share lots. Price represents average price.
- (2) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (3) 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.
- (4) Represents the Reporting Person's daughter'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 daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (6) GP. Represents Reporting Person's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (7) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (9) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (10) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- (11) N/A
- (12) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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