

NACCO INDUSTRIES INC

Form 5

February 13, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RANKIN THOMAS T

(Last) (First) (Middle)

NACCO INDUSTRIES,
INC., 5875 LANDERBROOK
DRIVE, STE. 220

(Street)

2. Issuer Name and Ticker or Trading
Symbol
NACCO INDUSTRIES INC [NC]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20135. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

Member of a group

MAYFIELD
HEIGHTS, OH 44124

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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)
Class A Common Stock ⁽¹⁾	12/20/2013	Â	G	7 A	\$ 0 (2)	7 D	Â
Class A Common Stock	12/19/2013	Â	G	41 D	\$ 0 (2)	8,488 I	By Trust (Son1) ⁽³⁾
	12/30/2013	Â	G	41 A	8,488	I	

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Class A Common Stock						\$ 0 (2)			By Trust (Son1) (3)
Class A Common Stock	12/23/2013	Â	G	46	A	\$ 0 (2)	53,085	I	By Trust (4)
Class A Common Stock	02/11/2013	Â	G(3)	65	D	\$ 0	8,488	I	By Trust (Son1) (3)
Class A Common Stock	12/23/2013	Â	G	44	A	\$ 0 (2)	8,488	I	By Trust (Son1) (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,843	I	By Assoc II/Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,622	I	By Spouse (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By Son (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	9,420	I	By AssocII/Son1 (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	36,839	I	By Assoc II (10)
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 (11)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (12)

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.

SEC 2270
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secur (Instr.
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	5,143	Â
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	35,312	Â
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	19	Â
Class B Common	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common	62,670	Â

Stock									Stock		
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	92,873	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â <u>(2)</u>	Â <u>(2)</u>	Class A Common Stock	20,000	Â

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins,
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). |
| ** | <p>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.</p> |
| (1) | N/A |
| (2) | Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares. |
| (3) | Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin. |
| (4) | 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. |
| (5) | By Spouse. Reporting Person disclaims beneficial ownership of all such shares. |
| (6) | By Son. Reporting Person disclaims beneficial ownership of all such shares. |
| (7) | Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares. |
| (8) | (GP)Represents the 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. |
| (9) | Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.----- |
| (10) | (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. |
| (11) | 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. Reporting Person disclaims beneficial ownership of all such shares. |
| (12) | |

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(13) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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Remarks:

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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