NACCO INDUSTRIES INC
Form 5
February 13, 2014

FORM 5

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

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
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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

1. Name and Address of Reporting Person *
RANKIN CHLOE O

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS,Â OHÂ 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)
12/31/2013

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) __X__ Other (specify below)
Member of a Group

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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)
				Amount	(A) or (D)	Price			
Class A Common Stock	12/30/2013	Â	G	41	A	$ 0 (1)	10,841	I	By Trust/Daugher (2)
Class A Common Stock	12/23/2013	Â	G	46	A	$ 0 (1)	26,494	I	By Spouse/Trust (3)
	12/30/2013	Â	G	41	A		8,373	I	

Class A Common Stock						$ 0 (1)			By Trust/Son (4)
Class A Common Stock	12/23/2013	Â	G	44	A	$ 0 (1)	10,841	I	By Trust/Daugher (2)
Class A Common Stock	12/20/2013	Â	G	7	A	$ 0 (1)	26,494	I	By Spouse/Trust (3)
Class A Common Stock	12/30/2013	Â	G	41	A	$ 0 (1)	5,357	I	By Trust (Daughter) (4)
Class A Common Stock	12/23/2013	Â	G	44	A	$ 0 (1)	8,373	I	By Trust/Son (4)
Class A Common Stock	12/23/2013	Â	G	44	A	$ 0 (1)	5,357	I	By Trust (Daughter) (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,783	I	By Trust (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,461	I	By Assoc II/Spouse (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By Spouse (RA4) (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Delaware) (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,141	I	By Assoc II/Son (10)
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,141	I	By Assoc II/Daughter (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. Pric Deriv 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 (1)	Â (1)	Class A Common Stock	50,000	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	5,143	Â
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	5,143	Â

Class B Common Stock	$ 0 (1)	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	19	Â
Class B Common Stock	$ 0 (1)	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	62,670	Â
Class B Common Stock	$ 0 (1)	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	20,312	Â
Class B Common Stock	$ 0 (1)	Â	Â	Â	Â	Â	Â (1)	Â (1)	Class A Common Stock	97,312	Â

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins, attorney-in-fact	01/08/2014
**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's Child. Reporting Person disclaims beneficial ownership of all such shares.
(3)	Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
(4)	Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
(5)	Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-------
(6)	Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
(7)	GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership of all such shares.
(8)	

Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.

(9) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.

(10) Represents the Reporting Person's child'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 child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

(11) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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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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