RANKIN CHLOE O

Form 4

September 11, 2012

FORM 4

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

OMB Number:

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Expires:

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average

burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NACCO INDUSTRIES INC [NC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner

NACCO INDUSTRIES, INC., 5875

09/10/2012

Officer (give title __X_ Other (specify below) below)

Member of a Group

LANDERBROOK DRIVE, STE. 300

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MAYFIELD HEIGHTS, OH 44124

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)
Class A Common Stock	09/10/2012		S	100	D	\$ 109.17	3,683	I	By Trust (1)
Class A Common Stock	09/10/2012		S	200	D	\$ 109.405	3,483	I	By Trust (1)
Class A Common Stock	09/10/2012		S	1	D	\$ 109.41	3,482	I	By Trust (1)
Class A	09/10/2012		S	599	D	\$ 109	2,883	I	By Trust (1)

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Common Stock								
Class A Common Stock	09/10/2012	S	100	D	\$ 109.04	2,783	I	By Trust (1)
Class A Common Stock						2,116	I	By Assoc II
Class A Common Stock						6	I	By GP (3)
Class A Common Stock						40,028	I	By Assoc II/Spouse (4)
Class A Common Stock						22,385	I	By Spouse (RA4) (5)
Class A Common Stock						1,975	I	By Spouse/RMI (Delaware) (4)
Class A Common Stock						27,322	I	By Spouse/Trust (6)
Class A Common Stock						9,763	I	By Assoc II/Son (7)
Class A Common Stock						10,027	I	By Trust/Son
Class A Common Stock						12,763	I	By Assoc II/Daughter
Class A Common Stock						5,272	I	By Trust (Daughter) (8)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

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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)	Code	TransactionDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(9)</u>	06/22/2012		G	V		50,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	50,000
Class B Common Stock	<u>(9)</u>	06/22/2012		G	V	50,000		<u>(9)</u>	<u>(9)</u>	Class A Common Stock	50,000
Class B Common Stock	\$ 0 (9)							<u>(9)</u>	<u>(9)</u>	Class A Common Stock	19
Class B Common Stock	\$ 0 (9)							<u>(9)</u>	<u>(9)</u>	Class A Common Stock	62,670
Class B Common Stock	\$ 0 (9)							<u>(9)</u>	<u>(9)</u>	Class A Common Stock	97,312

Reporting Owners

Reporting Owner Name / Address		Relationsh	ıps

Director 10% Owner Officer Other

RANKIN CHLOE O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a Group

Signatures

/s/Suzanne S. Taylor,

attorney-in-fact 09/11/2012

**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) Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

(3)

Reporting Owners 3

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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.

- (4) 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.
- 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.
- (6) 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.
- 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.
- (8) 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.
- (9) N/A
- (10) 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.

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result Note: File three copies of this Form, one of which must be manually signed. If space 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.