BUTLER HELEN RANKIN

Form 4

February 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso	n
BUTLER HELEN RANKIN	

2. Issuer Name and Ticker or Trading Symbol

NACCO INDUSTRIES INC [NC]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

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

300

(Month/Day/Year)

02/13/2013

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

Member of a Group

(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) 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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	02/13/2013		A(1)		A	\$ 0	28,754	I	By Spouse/Trust	
Class A Common Stock							7,650	I	By RAII/Child 1	
Class A Common Stock							2,252	I	By Trust-Child 1	
Class A							7,806	I	Ву	

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Common Stock			RAII/Child 2
Class A Common Stock	2,097	I	By Trust-Child 2
Class A Common Stock	12,257	I	By RAII (5)
Class A Common Stock	11,008	I	by RAIV (6)
Class A Common Stock	45,641	I	By Trust (7)
Class A Common Stock	2,800	I	By Spouse/IRA
Class A Common Stock	7,272	I	By RAII/Spouse (9)

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. Transa Code (Instr.		onDerivative		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	<u>(10)</u>	02/08/2013		G	V	18,966		(10)	(10)	Class A Common Stock	18,966
Class B Common Stock	\$ 0							(10)	(10)	Class A Common Stock	30,818

8. F Der Sec (Ins

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUTLER HELEN RANKIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a Group

Signatures

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

02/14/2013

**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) Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- Reporting Person's spouse serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person di sclaims all beneficial ownership of all such shares.
- 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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (6) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates IV, L.P.
- (7) Held by Trust for the benefit of Reporting Person.
- (8) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (10) N/A
- (11) RAI-Represents Reporting Peron's limited partnership interest in shares held by Rankin Associates I, L.P.

Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than 10% of an equity security as a 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.

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