NACCO INDUSTRIES INC

Form 5

February 17, 2015

OMB APPROVAL FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1(b).

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer BUTLER JOHN C JR Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner _ Officer (give title __X__ Other (specify 12/31/2014 below) below) NACCO INDUSTRIES, SrVP-Fin Treas & Chief Adm Off / Member INC., 5875 LANDERBROOK of a Group

DRIVE, STE. 220

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

MAYFIELD HEIGHTS, OHÂ 44124

(State)

(Zin)

(City)

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

(City)	(State)	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. Securit (A) or Dis (D) (Instr. 3, 4)	sposed	of	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	06/23/2014	Â	G	15,000	A	\$ 0 (1)	60,836	I	By Spouse/Trust
Class A Common Stock	02/13/2014	Â	J <u>(3)</u>	1,431	A	\$ 0 (1)	3,793	I	By Trust-Child 1
	02/13/2014	Â	J <u>(3)</u>	1,430	A		3,637	I	

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Class A Common Stock						\$ 0 (1)			By Trust-Child 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,650	I	By RAII/Child 1
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,806	I	By RAII/Child 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	12,257	I	By RAII/Spouse (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,008	I	to spouse by RAIV (A)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,800	I	By IRA (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,272	I	By RAII (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,307	I	By Trust (9)

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	06/23/2014	Â	G	9,195	Â	(1)	(1)	Class A Common Stock	9,195
	Â	Â	Â	Â	Â	Â	(1)	(1)		69,458

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Class B Class A Common Common Stock Stock Class B Class A Â Â \hat{A} \hat{A} (1) (1) Common Â Common 30,818 Stock Stock

Reporting Owners

Relationships Reporting Owner Name / Address 10% Director Officer Other Owner BUTLER JOHN C JR NACCO INDUSTRIES, INC. SrVP-Fin Treas & Chief Adm Member of a Â Â 5875 LANDERBROOK DRIVE, STE. Off Group MAYFIELD HEIGHTS, OHÂ 44124

Signatures

/s/ Jesse L. Adkins, attorney-in-fact 02/17/2015

**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) N/A
- (2) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Transfer of shares pursuant to terms of the GST.
- (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 child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P... Reporting Person disclaims beneficial ownership of all such shares.
- (6) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (9) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- (10) Represents the Reporting Person's spouse's proportionate limited partnership interests 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 provided 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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