

NACCO INDUSTRIES INC  
Form 5  
February 17, 2015

# FORM 5

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

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

**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

1. Name and Address of Reporting Person \*  
**RANKIN VICTOIRE G**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**NACCO INDUSTRIES INC [NC]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2014**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Member of a Group**

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220**  
  
(Street)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**MAYFIELD HEIGHTS, OH 44124**  
  
(City) (State) (Zip)

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)
				(A) or (D) Amount Price			
Class A Common Stock	02/13/2014	Â	J <sup>(1)</sup>	1,431 D \$ 0 (2)	24,147	I	By Spouse/Trust 2 (Sr.) (3)
Class A Common Stock	06/23/2014	Â	J <sup>(4)</sup>	15,000 D \$ 0 (2)	0	I	By Spouse/GRAT2012 (5)
	07/11/2014	Â	G	1,600 D	13,600	I	

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Class A Common Stock						\$ 0 (2)				AMR - Trust3 (GC) (6)
Class A Common Stock	02/13/2014	Â	J <sup>(1)</sup>	1,430	D	\$ 0 (2)	24,147	I		By Spouse/Trust 2 (Sr.) <sup>(3)</sup>
Class A Common Stock	06/23/2014	Â	J <sup>(4)</sup>	15,000	D	\$ 0 (2)	0	I		By Spouse/GRAT2012 (5)
Class A Common Stock	07/11/2014	Â	G	3,200	D	\$ 0 (2)	13,600	I		AMR - Trust3 (GC) (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	14,160	I		AMR - IRA <sup>(7)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	239,794	I		AMR - Main Trust - A <sup>(8)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	753	I		AMR - RAI <sup>(9)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	369	I		AMR - RAIV <sup>(10)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I		AMR - RMI (Delaware) <sup>(11)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I		AMR-RAIV-GP
Class A Common Stock	Â	Â	Â	Â	Â	Â	29,379	I		BTR - RAI <sup>(12)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,705	I		BTR - RAIV <sup>(13)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	383	I		BTR-Class A Trust (14)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I		VGR - RAI <sup>(15)</sup>
Class A Common	Â	Â	Â	Â	Â	Â	21,006	I		VGR - Trust

Stock

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

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(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 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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	Â	06/23/2014	Â	J <sup>(4)</sup>	Â	9,195	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	9,195
Class B Common Stock	Â	06/23/2014	Â	J <sup>(4)</sup>	Â	9,195	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	9,195
Class B Common Stock	Â	06/23/2014	Â	J <sup>(16)</sup>	22,500	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	22,500
Class B Common Stock	Â	06/23/2014	Â	J <sup>(16)</sup>	Â	22,500	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	22,500
Class B Common Stock	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	14,300
Class B Common Stock	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	1,030
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	19,000
Class B Common Stock	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	43,900
Class B Common Stock	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	61,700
	Â	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>		5,140

Class B  
Common  
Stock

Class A  
Common  
Stock

Class B  
Common  
Stock

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^ (2)

^ (2)

Class A  
Common  
Stock

5,14

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN VICTOIRE G NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124	^	^	^	Member of a Group

## 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) Transfer of shares pursuant to terms of the GST.
- (2) N/A
- (3) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Shares transferred from Reporting Person's spouse's GRAT pursuant to the terms of the GRAT.
- (5) GRAT2012-Reporting Person's spouse serves as Trustee of the Alfred M. Rankin, Jr. 2012 Grantor Retained Annuity Trust.
- (6) Reporting Person's spouse serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (9) 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.
- (10) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (11)

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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.

- (12) BTR RA2-Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (13) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (14) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (15) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (16) Shares transferred from Reporting Person's spouse's GRAT into his Main Trust per the terms of the GRAT.
- (17) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (18) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (19) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (20) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates IV. Reporting Person disclaims beneficial ownership of all such shares.
- (21) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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.