

BUTLER HELEN RANKIN

Form 4

February 09, 2012

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER HELEN RANKIN

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300**

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2012

____ Director
____ Officer (give title below) Other (specify below)
Member of a Group

(Street)
MAYFIELD HEIGHTS, OH 44124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	02/07/2012		A ⁽²⁾	776	A	\$ 0	17,027	I	By Spouse/Trust ⁽¹⁾
Class A Common Stock							2,800	I	By Spouse/IRA ⁽³⁾
Class A Common Stock							7,272	I	By RAI/Spouse ⁽⁴⁾
Class A							39,162	I	By Trust ⁽⁵⁾

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Common Stock							
Class A Common Stock				12,068	I		By RAII <u>(6)</u>
Class A Common Stock				2,097	I		By Trust-Child 2 <u>(7)</u>
Class A Common Stock				7,428	I		By RAII/Child 2 <u>(8)</u>
Class A Common Stock				2,252	I		By Trust-Child 1 <u>(7)</u>
Class A Common Stock				7,272	I		By RAII/Child 1 <u>(8)</u>

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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	30,492

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/Suzanne S. Taylor,
attorney-in-fact

02/09/2012

__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's spouse serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person disclaims all beneficial ownership of all such shares.
- (2) Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (3) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.
- (5) Held by Trust for the benefit of Reporting Person.
- (6) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (7) 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.
- (8) 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.
- (9) N/A
- (10) RAI-Represents Reporting Person'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.

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