

SEELBACH SCOTT W
Form 4
September 12, 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 *
SEELBACH SCOTT W

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

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

09/11/2012

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

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/11/2012		S		100	D	\$ 107.93	12,166	I	By Spouse/Trust (1)
Class A Common Stock	09/11/2012		S		100	D	\$ 107.93	12,066	I	By Spouse/Trust (1)
Class A Common Stock	09/11/2012		S		100	D	\$ 107.93	11,966	I	By Spouse/Trust (1)
Class A Common Stock	09/11/2012		S		100	D	\$ 107.93	11,866	I	By

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Common Stock					107.81			Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	300	D	\$ 107.68	11,566	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	51	D	\$ 108.47	11,515	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.48	11,415	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.53	11,315	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.53	11,215	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	45	D	\$ 108.48	11,170	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.66	11,070	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.5	10,970	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 108.41	10,870	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	14	D	\$ 108.43	10,856	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock	09/11/2012	S	100	D	\$ 109.76	10,756	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock						9,263	I	By Assoc II/Spouse <u>(2)</u>
Class A Common Stock						537	I	By AssocII/Child 2 <u>(3)</u>
Class A Common Stock						563	I	By Trust/Child 2 <u>(4)</u>

Class A Common Stock	722	D	
Class A Common Stock	1,321	I	By Assoc II ⁽⁵⁾
Class A Common Stock	337	I	By AssocII/Child 1 ⁽³⁾
Class A Common Stock	722	I	By Trust/Child 1 ⁽⁴⁾
Class A Common Stock	385	I	By AssocII/Child 3 ⁽³⁾

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)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEELBACH SCOTT W
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300

Member of a group

MAYFIELD HEIGHTS, OH 44124

Signatures

/s/Suzanne S. Taylor,
attorney-in-fact

09/12/2012

__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) Held by a Trust, together with National City Bank , Chloe R. Seelbach, Trustees for the trust dated 4/10/09. Reporting Person disclaims beneficial ownership of all such shares.
 - (2) 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.
 - (3) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
 - (4) Represents Reporting Person's child's trust. Reporting Person disclaims all beneficial ownership of such shares.
 - (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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.

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