

TAPLIN BEATRICE B
Form 5/A
February 14, 2012

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 *
TAPLIN BEATRICE B

(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)
12/31/2011

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. 300

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
02/14/2012

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) (A) or (D) Amount Price | 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 | 02/04/2011 | Â | G | 5,000 D \$ 0 | 212,274 | I | By Marital Trust/PNC (1) |
| Class A Common Stock | 02/22/2011 | Â | G | 9,570 D \$ 0 | 202,704 | I | By Marital Trust/PNC (1) |
| Class A Common | 08/29/2011 | Â | J(3) | 64,000 D \$ 0 | 138,704 | I | By Marital Trust/PNC |

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| | | | | | | | | | |
|----------------------|------------|---|------------------|--------|---|------|---------|---|---------------------------------------|
| Stock | | | | | | | | | (1) |
| Class A Common Stock | 08/29/2011 | Â | J ⁽³⁾ | 64,000 | A | \$ 0 | 64,000 | I | Taplin Annuity Trust#1 ⁽²⁾ |
| Class A Common Stock | 12/29/2011 | Â | G | 5,564 | D | \$ 0 | 133,140 | I | By Marital Trust/PNC ⁽¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 129,823 | I | BBT/Wells Fargo Trust ⁽⁴⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,250 | I | By Trust/GC#5 ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,250 | I | By Trust/GC#4 ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,250 | I | By Trust/GC#1 ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,250 | I | By Trust/GC#2 ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,250 | I | By Trust/GC#3 ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Pr Deri Secu (Inst |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | |
| Class B | \$ 0 | Â | Â | Â | Â Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Class A 310,000 | |

Common
Stock

Common
Stock

Class B

Common \$ 0 Â Â Â Â Â Â (6) Â (6)

Class A

Common 27,310
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| TAPLIN BEATRICE B NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124 | Â | Â | Â | Member of a group |

Signatures

/s/Suzanne S. Taylor, 02/14/2012
attorney-in-fact

__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 represent the Thomas E. Taplin Marital Trust FBO Beatrice B. Taplin under Agreement dated 1/21/1966 as amended and restated between Thomas E. Taplin and National City Bank. National City Bank and Beatrice B. Taplin, Trustees.
- (2) Shares held in Trust: 2011 Taplin Annuity Trust #1.
- (3) Shares transferred from Marital Trust account into a Grat. 2011 Taplin Annuity Trust#1.
- (4) Held by Trust, National City Bank and Beatrice B. Taplin, Co-Trustees, for the benefit of Beatrice B. Taplin.
- (5) Reporting Person serves as co-trustee with National City Bank of Trusts for the benefit of Reporting Person's grandchildren. Reporting Person disclaims beneficially ownership of all such shares.
- (6) N/A

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.