

NACCO INDUSTRIES INC

Form 4

July 14, 2017

FORM 4
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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN CLAIBORNE R

(Last) (First) (Middle)

**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
220**

(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)

07/07/2017

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 ____X____ Other (specify
below) below)

Member of a group

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)			
			Code	V	Amount		Price
Class A Common Stock	07/07/2017		J ⁽¹⁾	V	6	D	<u>(2)</u> 0
						I	By GP ⁽³⁾
Class A Common Stock	07/07/2017		J ⁽¹⁾	V	19,578	D	<u>(2)</u> 0
						I	By RA4 ⁽⁴⁾
Class A Common Stock					2,116	I	By Assoc II/Spouse ⁽⁵⁾
Class A					2,360	I	By

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Common Stock				Spouse/Trust <u>(6)</u>
Class A Common Stock	37,738	I		By Assoc II <u>(7)</u>
Class A Common Stock	1,975	I		By RMI (Delaware) <u>(8)</u>
Class A Common Stock	25,768	I		By Trust <u>(9)</u>
Class A Common Stock	10,631	I		By Assoc II/Son <u>(10)</u>
Class A Common Stock	13,631	I		By Assoc II/Daughter <u>(10)</u>

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

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SEC 1474
(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)	8. P Der Sec (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(2)</u>	07/07/2017		J ⁽¹⁾	V	6		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	6
Class B Common Stock	\$ 0 <u>(2)</u>	07/07/2017		J ⁽¹⁾	V	19,578		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	19,578
Class B Common Stock	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Class A Common Stock	50,000

Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
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Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
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Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
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Class B Common Stock	\$ 0 (2)	(2)	(2)	Class A Common Stock	20,312
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Class B Common Stock	\$ 0 (2)	(2)	(2)	Class A Common Stock	97,312
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Reporting Owners

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

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact

07/14/2017

__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) Class A shares were exchanged for Class B shares pursuant to the terms of the Second Amendment to Amended and Restated Stockholders' Agreement dated February 14, 2017.
- (2) N/A
- (3) GP. Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates, IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (4) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (5) 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.
- (6) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (9) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is
- (10) held in a trust for the benefit of the child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Represents the Reporting Person's proportionate limited partnership interest 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 is insufficient, *see* Instruction 6 for procedure.
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