RANKIN CHLOE O Form 5/A March 29, 2013

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5 **OMB APPROVAL** 

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response...

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RANKIN CHLOE O Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner Officer (give title \_\_X\_ Other (specify 12/31/2012 below) below) NACCO INDUSTRIES, Member of a Group INC., Â 5875 LANDERBROOK DRIVE, STE. 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

02/14/2013

**MAYFIELD** HEIGHTS, OHÂ 44124

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

| (City)                               | (State)                                 | (Zip) Tab   | ole I - Non-De                          | rivative S   | ecurit | ies Acq    | uired, Dispose  | d of, or Benef | icially Owned   |
|--------------------------------------|---|---|---|--|--------|------------|---|----------------|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price |        | <b>)</b> ) | 5. Amount of 6. Securities Ownership Beneficially Form: Owned at end Direct (D) of Issuer's or Indirect Fiscal Year (I) (Instr. 3 and (Instr. 4) 4) |                | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A<br>Common<br>Stock           | 09/13/2012                              | Â   | G                                       | 189  | A      | \$0        | 13,141  | I              | By Assoc<br>II/Daughter (1)                                       |
| Class A<br>Common<br>Stock           | 09/13/2012                              | Â   | G                                       | 189  | D      | \$0        | 39,461  | I              | By Assoc<br>II/Spouse (2)   |
| Class A<br>Common                    | 09/13/2012                              | Â   | G                                       | 189  | D      | \$ 0       | 39,461  | I              | By Assoc<br>II/Spouse (2)   |

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1.0

| Stock                      |            |   |   |     |   |      |        |   |                                    |
|----------------------------|------------|---|---|-----|---|------|--------|---|------------------------------------|
| Class A<br>Common<br>Stock | 09/13/2012 | Â | G | 189 | A | \$ 0 | 10,141 | I | By Assoc<br>II/Son (1)             |
| Class A<br>Common<br>Stock | 09/13/2012 | Â | G | 189 | D | \$0  | 39,461 | I | By Assoc<br>II/Spouse (2)          |
| Class A<br>Common<br>Stock | 09/13/2012 | Â | G | 189 | A | \$0  | 13,141 | I | By Assoc<br>II/Daughter (1)        |
| Class A<br>Common<br>Stock | 09/13/2012 | Â | G | 189 | A | \$0  | 10,141 | I | By Assoc<br>II/Son (1)             |
| Class A<br>Common<br>Stock | 09/13/2012 | Â | G | 119 | A | \$ 0 | 26,441 | I | By Spouse/Trust (3)                |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,116  | I | By Assoc II                        |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,783  | I | By Trust (5)                       |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 6      | I | By GP <u>(6)</u>                   |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 22,385 | I | By Spouse (RA4) (7)                |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 1,975  | I | By<br>Spouse/RMI<br>(Delaware) (2) |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 10,027 | I | By Trust/Son                       |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 5,272  | I | By Trust<br>(Daughter) (8)         |
|                            |            |   |   |     |   |      |        |   |                                    |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exer<br>Expiration D<br>(Month/Day/ | ate                | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|---|---|---|---|-----|---|--------------------|---|-------------------------------------|
|   |   |   |   |   | (A)   | (D) | Date<br>Exercisable                         | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Class B<br>Common<br>Stock                          | Â   | 12/31/2012                              | Â   | G                                       | 5,143   | Â   | (9)   | (9)                | Class A<br>Common<br>Stock                                    | 5,143                               |
| Class B<br>Common<br>Stock                          | Â   | 12/31/2012                              | Â   | G                                       | 5,143   | Â   | (9)   | (9)                | Class A<br>Common<br>Stock                                    | 5,143                               |
| Class B<br>Common<br>Stock                          | Â   | 12/31/2012                              | Â   | G                                       | 5,143   | Â   | (9)   | (9)                | Class A<br>Common<br>Stock                                    | 5,143                               |
| Class B<br>Common<br>Stock                          | Â   | Â                                       | Â   | Â                                       | Â   | Â   | (9)   | (9)                | Class A<br>Common<br>Stock                                    | 50,000                              |
| Class B<br>Common<br>Stock                          | \$ 0 (9)  | Â                                       | Â   | Â                                       | Â   | Â   | (9)   | (9)                | Class A<br>Common<br>Stock                                    | 19                                  |
| Class B<br>Common                                   | \$ 0 (9)  | Â                                       | Â   | Â                                       | Â   | Â   | (9)   | (9)                | Class A<br>Common   | 62,670                              |

| Stock                      |          |   |   |   |   |   |     |     | Stock                      |        |
|----------------------------|----------|---|---|---|---|---|-----|-----|----------------------------|--------|
| Class B<br>Common<br>Stock | \$ 0 (9) | Â | Â | Â | Â | Â | (9) | (9) | Class A<br>Common<br>Stock | 20,312 |
| Class B<br>Common<br>Stock | \$ 0 (9) | Â | Â | Â | Â | Â | (9) | (9) | Class A<br>Common<br>Stock | 97,312 |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

RANKIN CHLOE O

NACCO INDUSTRIES, INC.

Â Â Member of a Group 5875 LANDERBROOK DRIVE, STE. 300

MAYFIELD HEIGHTS, OHÂ 44124

# **Signatures**

/s/ John D. Neumann, 03/25/2013 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).
- Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person **(1)** disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting **(2)** Person disclaims beneficial ownership of all such shares.
- Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial **(3)** ownership of all such shares.
- Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----**(4)**
- **(5)** Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership **(6)** of all such shares.
- Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting **(7)** Person disclaims beneficial ownership of all such shares.
- Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims **(8)** beneficial ownership of all such shares.
- **(9)** N/A
- Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. (10)Reporting Person disclaims beneficial ownership of all such shares.

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#### **Remarks:**

Reporting Owners 4

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â ownê 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.