

NACCO INDUSTRIES INC

Form 4

December 28, 2015

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 *
WILLIAMS DAVID B

(Last) (First) (Middle)

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

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2015

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

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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	12/23/2015		P		422	A \$ 41.7982 (1)	63,178	I	By Spouse/Trust (2)
Class A Common Stock	12/24/2015		P		210	A \$ 42.8334 (1)	63,388	I	By Spouse/Trust (2)
Class A Common Stock	12/28/2015		P		236	A \$ 42.9845 (1)	63,624	I	By Spouse/Trust (2)
Class A							11,008	I	to Spouse by

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Common Stock				RAIV (A)
Class A Common Stock	12,257	I		By Assoc II/Spouse ⁽³⁾
Class A Common Stock	6,518	D		
Class A Common Stock	6,537	I		By Assoc II ⁽⁴⁾
Class A Common Stock	9,179	I		By Assoc II/Daughter2 ⁽⁵⁾
Class A Common Stock	2,553	I		Trust/Child 2 ⁽⁶⁾
Class A Common Stock	7,804	I		By Assoc II/Daughter ⁽⁵⁾
Class A Common Stock	3,927	I		By Trust/Child1 ⁽⁶⁾

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

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(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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Class B Common Stock	(7)	(7)	(7)	Class A Common Stock	69,458
Class B Common Stock	(7)	(7)	(7)	Class A Common Stock	30,818
Class B Common Stock	(7)	(7)	(7)	Class A Common Stock	9,195

Reporting Owners

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

Signatures

/s/ John D. Neumann,
attorney-in-fact

12/28/2015

__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) Purchases made as part of multiple share lots. Price represents average price.
 - (2) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
 - (3) 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.
 - (4) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
 - (5) Represents the Reporting Person's child'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 is Trustee of a Trust for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
 - (7) N/A
 - (8) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

Note: File three copies of this Form, one of which must be manually signed. If space 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.