

TAPLIN BEATRICE B
Form 4
January 03, 2013

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 *
TAPLIN BEATRICE B

(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)

12/28/2012

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Class A Common Stock	12/28/2012		J ⁽¹⁾	V	31,500	D	\$ 0	91,640	I	By Marital Trust/PNC ⁽²⁾
Class A Common Stock	12/28/2012		J ⁽¹⁾	V	31,500	A	\$ 0	31,500	I	Shares held in Trust: 2012 Taplin Annuity Trust #2
Class A Common Stock	09/10/2012		J ⁽¹⁾	V	23,250	A	\$ 109.815	153,073	I	BBT/Wells Fargo Trust ⁽³⁾

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Class A Common Stock	09/10/2012		J ⁽¹⁾	V	23,250	D	\$ 109.815	40,750	I	Taplin Annuity Trust#1 ⁽⁴⁾
Class A Common Stock								5,250	I	By Trust/GC#5 ⁽⁵⁾
Class A Common Stock								5,250	I	By Trust/GC#4 ⁽⁵⁾
Class A Common Stock								5,250	I	By Trust/GC#1 ⁽⁵⁾
Class A Common Stock								5,250	I	By Trust/GC#2 ⁽⁵⁾
Class A Common Stock								5,250	I	By Trust/GC#3 ⁽⁵⁾

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	310,000
Class B Common Stock	\$ 0					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	27,310

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				Member of a group

Signatures

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

01/03/2013

__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) Transfer from one trust to another
- (2) 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.
- (3) Held by Trust, National City Bank and Beatrice B. Taplin, Co-Trustees, for the benefit of Beatrice B. Taplin.
- (4) Shares held in Trust: 2011 Taplin Annuity Trust #1.
- (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

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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