

NACCO INDUSTRIES INC  
 Form 5  
 February 14, 2013

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
**RANKIN ALFRED M ET AL**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO / Group Member**

**CLEVELAND, OH 44124**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (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 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)
				(A) or (D)	Amount or Price		
Class A Common Stock	02/08/2013	Â	J <sup>(1)</sup>	37,354 A	\$ 0 (2) 128,131	I	AMR Main Trust(A) (3)
Class A Common Stock	02/08/2013	Â	J <sup>(1)</sup>	37,354 D	\$ 0 (2) 37,354	I	By GRAT2011 (4)
	09/13/2012	Â	G	1,512 D	\$ 0 753	I	AMR - RAI (5)

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Class A Common Stock										
Class A Common Stock	09/14/2012	Â	G	458	D	\$ 0	128,131	I	AMR Main Trust(A) <sup>(3)</sup>	
Class A Common Stock	09/13/2012	Â	G	470	D	\$ 0	128,131	I	AMR Main Trust(A) <sup>(3)</sup>	
Class A Common Stock	09/13/2012	Â	G	1,890	D	\$ 0	29,379	I	BTR - RAI <sup>(6)</sup>	
Class A Common Stock	09/13/2012	Â	G	119	A	\$ 0	128,131	I	AMR Main Trust(A) <sup>(3)</sup>	
Class A Common Stock	09/13/2012	Â	G	119	A	\$ 0	740	I	BTR - Class A Trust	
Class A Common Stock	09/13/2012	Â	G	595	D	\$ 0	35	I	CTR - Trust <sup>(7)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	14,160	I	AMR - IRA <sup>(8)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	369	I	AMR - RAI <sup>(9)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	AMR - RMI (Delaware) <sup>(10)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	27,008	I	AMR - Trust2 (SR) <sup>(11)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	18,400	I	AMR - Trust3 (Grandchildren) <sup>(12)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,000	I	AMR JR 2012 GRAT(A) <sup>(13)</sup>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	AMR RAI GP	
Class A Common	Â	Â	Â	Â	Â	Â	29,370	I	AMR/Trust (Unitrust) <sup>(14)</sup>	

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Stock

Class A Common Stock	Â	Â	Â	Â	Â	Â	15,705	I	BTR - RAIV <sup>(15)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	VGR - RAII <sup>(16)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	21,006	I	VGR - Trust <sup>(17)</sup>

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

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SEC 2270  
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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock	Â	02/08/2013	Â	J <sup>(18)</sup>	12,068	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	12,068
Class B Common Stock	\$ 0	02/08/2013	Â	J <sup>(18)</sup>	Â	12,068	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	12,068
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	5,143
Class B Common Stock	\$ 0 <sup>(2)</sup>	12/31/2012	Â	G	Â	5,143	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	5,143
Class B Common Stock	\$ 0	02/08/2013	Â	G	Â	18,966	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	18,966

Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â (2)	Â (2)	Class A Common Stock	5,143
Class B Common Stock	\$ 0 (2)	12/31/2012	Â	G	Â	5,143	Â (2)	Â (2)	Class A Common Stock	5,143
Class B Common Stock	\$ 0 (2)	12/31/2012	Â	G	Â	41,144	Â (2)	Â (2)	Class A Common Stock	41,144
Class B Common Stock	\$ 0	02/08/2013	Â	G	Â	18,966	Â (2)	Â (2)	Class A Common Stock	18,966
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	2,250
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	1,030
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	60,000
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	19,000
Class B Common Stock	\$ 0 (2)	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	43,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124	Â X	Â	Â CEO	Group Member

## Signatures

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

02/13/2013

\_\_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) Shares transferred out of GRAT into Main Trust per the terms of the GRAT.
  - (2) N/A
  - (3) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
  - (4) GRAT2011-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2011 Grantor Retained Annuity Trust.
  - (5) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.  
Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
  - (6) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
  - (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
  - (8) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
  - (9) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
  - (10) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
  - (11) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
  - (12) GRAT2012-Reporting Person serves as Trustee of the Alfred M. Rankin, Jr. 2012 Grantor Retained Annuity Trust.
  - (13) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.  
(BTR) Reporting Person serves as Trustee of brother's trust. The Trust includes proportionate limited partnership interest in shares held by Rankin Associates I, II and IV L.P. and Class A and B Common Stock; all of which are held in a Trust for the benefit of Reporting Person's brother, Bruce T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
  - (14) 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.
  - (15) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
  - (16) Shares distributed from GRAT into Reporting Person's Main Trust as per the terms of the GRAT.
  - (17) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
  - (18) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.

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### Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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