

RANKIN VICTOIRE G
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL

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 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 VICTOIRE G

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300

(Street)

MAYFIELD HEIGHTS, OH

(City) (State) (Zip)

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

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

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 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)	(A) or (D)	5. Amount or Price	6. 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)
Class A Common Stock	09/13/2012	Â	G	470	D	\$ 0	128,470	I	AMR - Main Trust - A ⁽¹⁾
Class A Common Stock	09/13/2012	Â	G	119	A	\$ 0	128,589	I	AMR - Main Trust - A ⁽¹⁾
	09/14/2012	Â	G	458	D	\$ 0	128,131	I	

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Class A Common Stock									AMR - Main Trust - A ⁽¹⁾
Class A Common Stock	09/13/2012	Â	G	1,512	D	\$ 0	753	I	AMR - RAII ⁽²⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	37,354	I	By Spouse/GRAT2011 ⁽³⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,000	I	By Spouse/GRAT2012 ⁽⁴⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	29,370	I	AMR - (Unitrust) ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	14,160	I	AMR - IRA ⁽⁶⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	369	I	AMR - RAIV ⁽⁷⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	AMR - RMI (Delaware) ⁽⁸⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	18,400	I	AMR - Trust3 (GC) ⁽⁹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	AMR-RAIV-GP
Class A Common Stock	Â	Â	Â	Â	Â	Â	31,269	I	BTR - RAII ⁽¹⁰⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,705	I	BTR - RAIV ⁽¹¹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	621	I	BTR-Class A Trust ⁽¹²⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	27,008	I	By Spouse/Trust 2 (Sr.) ⁽¹³⁾
Class A Common	Â	Â	Â	Â	Â	Â	630	I	CTR - Trust (A) ⁽¹⁴⁾

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Stock

Class A
Common Stock Â Â Â Â Â Â 2,116 I VGR - RAII ⁽¹⁵⁾

Class A
Common Stock Â Â Â Â Â Â 21,006 I VGR - Trust ⁽¹⁶⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â ⁽¹⁷⁾	Â ⁽¹⁷⁾	Class A Common Stock	5,143
Class B Common Stock	\$ 0 ⁽¹⁷⁾	12/31/2012	Â	G	5,143	Â	Â ⁽¹⁷⁾	Â ⁽¹⁷⁾	Class A Common Stock	5,143
Class B Common Stock	Â	12/31/2012	Â	G	5,143	Â	Â ⁽¹⁷⁾	Â ⁽¹⁷⁾	Class A Common Stock	5,143

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Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.

(14) Reporting Person's Spouse serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares .

(15) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.

(16) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.

(17) N/A

(18) 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's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

^

Remarks:

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

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