

NACCO INDUSTRIES INC
Form 4
July 10, 2017

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 *
RANKIN ROGER F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE., STE.
220**

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2017

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Member of a group

(Street)
MAYFIELD HEIGHTS, OH 44124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock | 07/07/2017 | | J ⁽¹⁾ | V | 75,461 | D | <u>(2)</u> 0 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 07/07/2017 | | J ⁽¹⁾ | V | 6 | D | <u>(2)</u> 0 | I | By GP ⁽⁴⁾ |
| Class A Common Stock | 07/07/2017 | | J ⁽¹⁾ | V | 19,578 | D | <u>(2)</u> 0 | I | By RA4 ⁽⁵⁾ |
| Class A | | | | | | | 29,986 | I | By Assoc |

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| | | | |
|----------------------|--------|---|---|
| Common Stock | | | II/Spouse ⁽⁶⁾ |
| Class A Common Stock | 6,613 | I | By Spouse/Trust ⁽⁷⁾ |
| Class A Common Stock | 19,875 | I | By Assoc II/Daughter 2 ⁽⁸⁾ |
| Class A Common Stock | 2,046 | I | By Trust (Daughter 2) ⁽⁹⁾ |
| Class A Common Stock | 200 | I | Reporting Person serves as Trustee for the Benefit of Elisabeth Rankin |
| Class A Common Stock | 17,987 | I | By Assoc II/Daughter 1 ⁽⁸⁾ |
| Class A Common Stock | 3,933 | I | By Trust (Daughter 1) ⁽⁹⁾ |
| Class A Common Stock | 200 | I | Reporting Person Serves as Trustee for the benefit of A. Farnham Rankin |
| Class A Common Stock | 5,019 | I | By Assoc II ⁽¹⁰⁾ |
| Class A Common Stock | 1,975 | I | By RMI (Delaware) ⁽¹¹⁾ |

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)

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| 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. P | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 <u>(2)</u> | 07/07/2017 | | J ⁽¹⁾ | V | 6 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 6 |
| Class B Common Stock | \$ 0 <u>(2)</u> | 07/07/2017 | | J ⁽¹⁾ | V | 19,578 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 19,578 |
| Class B Common Stock | \$ 0 <u>(2)</u> | 07/07/2017 | | J ⁽¹⁾ | V | 75,461 | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 75,461 |
| Class B Common Stock | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 75,504 |
| Class B Common Stock | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 5,143 |
| Class B Common Stock | <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 5,143 |
| Class B Common Stock | \$ 0 <u>(2)</u> | | | | | | | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 4,808 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ROGER F NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE., STE. 220 MAYFIELD HEIGHTS, OH 44124 | | | | Member of a group |

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact

07/10/2017

__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) Class A shares were exchanged for Class B shares pursuant to the terms of the Second Amendment to Amended and Restated Stockholders' Agreement dated February 14, 2017.
 - (2) N/A
 - (3) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
 - (4) GP. Represents Reporting Person's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
 - (5) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
 - (6) 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.
 - (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (8) Represents the Reporting Person's daughter'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 daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (9) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
 - (10) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
 - (11) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
 - (12) 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.
 - (13) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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.