NACCO INDUSTRIES INC

Form 5

February 14, 2017

OMB APPROVAL FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RANKIN CLAIBORNE R Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner 12/31/2016 Officer (give title __X_ Other (specify below) below) NACCO INDUSTRIES, Member of a group INC., Â 5875 LANDERBROOK DRIVE, STE. 220 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

MAYFIELD HEIGHTS, OHÂ 44124

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative So	ecurit	ies Acq	uired, Dispose	d of, or Benef	icially 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D))	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)
Class A Common Stock	12/22/2016	Â	G	100	D	\$ 0 (1)	37,738	I	By Assoc II
Class A Common Stock	12/22/2016	Â	G	100	A	\$ 0 (1)	10,631	I	By Assoc II/Son (3)
Class A Common	12/22/2016	Â	G	100	D	\$ 0 (1)	37,738	I	By Assoc II

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12/22/2016	Â	G	100	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	100	A	\$ 0 (1)	13,631	I	By Assoc II/Daughter (3)
12/22/2016	Â	G	199	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	41	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	199	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	199	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	60	D	\$ 0 (1)	37,738	I	By Assoc II
12/22/2016	Â	G	100	A	\$ 0 (1)	10,631	I	By Assoc II/Son (3)
12/22/2016	Â	G	100	A	\$ 0 (1)	13,631	I	By Assoc II/Daughter (3)
Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse (4)
Â	Â	Â	Â	Â	Â	2,360	I	By Spouse/Trust (5)
Â	Â	Â	Â	Â	Â	6	I	By GP (6)
Â	Â	Â	Â	Â	Â	19,578	I	By RA4 (7)
Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (8)
	12/22/2016 12/22/2016 12/22/2016 12/22/2016 12/22/2016 12/22/2016 Â Â Â	12/22/2016	12/22/2016	12/22/2016 Â G 100 12/22/2016 Â G 199 12/22/2016 Â G 41 12/22/2016 Â G 199 12/22/2016 Â G 199 12/22/2016 Â G 100 12/22/2016 Â G 100 Â Â A Â Â Â Â A Â Â A A Â Â A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A	12/22/2016 Â G 100 A 12/22/2016 Â G 199 D 12/22/2016 Â G 41 D 12/22/2016 Â G 199 D 12/22/2016 Â G 199 D 12/22/2016 Â G 100 A 12/22/2016 Â G 100 A Â Â Â Â Â Â Â Â Â Â Â Â Â 12/22/2016 Â G 100 A Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â	12/22/2016 A G 100 B G 12/22/2016 A G 100 A SO 12/22/2016 A G 199 D SO 12/22/2016 A G 100 A SO 12/22/2016 A G 100 A SO A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A A	12/22/2016 Â G 100 B (1) 37,738 12/22/2016 Â G 199 D \$0 13,631 12/22/2016 Â G 199 D \$0 37,738 12/22/2016 Â G 199 D \$0 37,738 12/22/2016 Â G 199 D \$0 37,738 12/22/2016 Â G 60 D \$0 37,738 12/22/2016 Â G 100 A \$0 10,631 12/22/2016 Â G 100 A \$0 10,631 12/22/2016 Â G 100 A \$0 13,631 Â Â Â Â Â Â 2,116 Â Â Â Â Â 2,360 Â Â Â Â Â Â A Â Â Â Â Â Â A Â Â Â Â Â	12/22/2016 \hat{A} \hat{G} 100 \hat{B} $37,738$ 1 12/22/2016 \hat{A} \hat{G} 199 \hat{D} $37,738$ \hat{I} 12/22/2016 \hat{A} \hat{G} 41 \hat{D} $\frac{80}{10}$ $37,738$ \hat{I} 12/22/2016 \hat{A} \hat{G} 199 \hat{D} $\frac{80}{10}$ $37,738$ \hat{I} 12/22/2016 \hat{A} \hat{G} 199 \hat{D} $\frac{80}{10}$ $37,738$ \hat{I} 12/22/2016 \hat{A} \hat{G} 100 \hat{A} $\frac{80}{10}$ $10,631$ \hat{I} 12/22/2016 \hat{A} \hat{G} 100 \hat{A} $\frac{80}{10}$ $10,631$ \hat{I} \hat{A} <td< td=""></td<>

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Class A Common \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 25,768 I By Trust $\underline{^{(9)}}$ Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(c.g., p	uts, cans, warrants,	options, conv	ci tibic i	sccu	i ities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.	
					(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	50,000	Â	
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	5,143	Â	
Class B Common Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	5,143	Â	
Class B Common	Â	Â	Â	Â	Â	Â	(1)	(1)	Class A Common	5,143	Â	

SEC 2270

(9-02)

Stock Stock

Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	19	Â
Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	65,478	Â
Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	20,312	Â
Class B Common Stock	\$ 0 (1)	Â	Â	Â	Â	Â	(1)	(1)	Class A Common Stock	97,312	Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RANKIN CLAIBORNE R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OHÂ 44124

Â Â Member of a group

Signatures

/s/ Jesse L. Adkins, attorney-in-fact 02/14/2017

**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) N/A
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- Represents the Reporting Person's child'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 child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.

Reporting Owners 4

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- (5) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- GP. Represents the 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.
- (7) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (9) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (10) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â context. File three copies of this Form, one of which must be manually signed. If space provided 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.