

NACCO INDUSTRIES INC
Form SC 13D/A
February 14, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 18)¹**

NACCO Industries, Inc.
(Name of Issuer)

Class A Common Stock, par value \$1.00 per share
(Title of Class of Securities)

629579 1 03

(CUSIP Number)

**Alfred M. Rankin, Jr.
5875 Landerbrook Drive
Cleveland, Ohio 44124-4017
(216) 449-9600**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 629579 10 3

Schedule 13D/A

Page 2 of 18 Pages

NAME OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alfred M. Rankin, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO See Item 3.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 166,289

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

545,402

SOLE DISPOSITIVE POWER

EACH

9

REPORTING

PERSON 166,289

WITH SHARED DISPOSITIVE POWER

10

545,402

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

711,691

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.6%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 3 of 18 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas T. Rankin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 52,920

8 SHARES BENEFICIALLY OWNED BY 455,698
SHARED VOTING POWER

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 52,920

WITH SHARED DISPOSITIVE POWER

10

455,698

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

508,618

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.6%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 4 of 18 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Claiborne R. Rankin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF 29,322

8 SHARES BENEFICIALLY OWNED BY 459,849
SHARED VOTING POWER

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 29,322

WITH SHARED DISPOSITIVE POWER

10

459,849

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

489,171

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.3%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 03

Schedule 13D/A

Page 5 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Roger F. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 75,509

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 452,679

SOLE DISPOSITIVE POWER

9 EACH

REPORTING

PERSON 75,509

WITH SHARED DISPOSITIVE POWER

10

452,679

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

528,188

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.9%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 03

Schedule 13D/A

Page 6 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Bruce T. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

621

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

444,188

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

444,188

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.6%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 7 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
John C. Butler, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 19,061

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 39,162

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 19,061

WITH SHARED DISPOSITIVE POWER

10

377,457

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

396,518

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.9%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 8 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Alison A. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 9,112

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 75,509

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 9,112

WITH SHARED DISPOSITIVE POWER

10

519,076

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

528,188

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.9%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 9 of 18 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Victoire G. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 21,006

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8 247,118

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 21,006

WITH SHARED DISPOSITIVE POWER

10

690,685

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

711,691

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.6%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 10 of 18 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Corbin K. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 3,622

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 61,429

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 3,622

WITH SHARED DISPOSITIVE POWER

10

504,996

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

508,618

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.6%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 11 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Chloe O. Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 4,783

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 40,821

SOLE DISPOSITIVE POWER

9

EACH

REPORTING

PERSON 4,783

WITH SHARED DISPOSITIVE POWER

10

484,388

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

489,171

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.3%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 12 of 18 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Helen R. Butler

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 OO See Item 3.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

SOLE VOTING POWER

7

NUMBER OF 39,162

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 19,061

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 39,162

WITH SHARED DISPOSITIVE POWER

10

357,356

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

396,518

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.9%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 13 of 18 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Thomas Parker Rankin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO See Item 3.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 4,322

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 4,322

WITH SHARED DISPOSITIVE POWER

10

338,295

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

342,617

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.1%

TYPE OF REPORTING PERSON*

14

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 629579 10 3

Schedule 13D/A

Page 14 of 18 Pages

This Amendment No. 18 to Schedule 13D (this *Amendment No. 18*) is hereby filed to update and supplement certain information with respect to the shares of Class A Common Stock (the *Class A Common*) of NACCO Industries, Inc. (the *Company*) held by Rankin Associates II, L.P., a Delaware limited partnership (the *Partnership*), that appeared in the Schedule 13D on February 18, 1998 (the *Initial Filing*), as amended on March 30, 1998 (the *Amendment No. 1*), as amended on April 20, 1998 (the *Amendment No. 2*), as amended on January 11, 1999 (the *Amendment No. 3*), as amended on May 28, 1999 (the *Amendment No. 4*), as amended on November 13, 2000 (the *Amendment No. 5*), as amended on February 14, 2001 (the *Amendment No. 6*), as amended on January 10, 2002 (the *Amendment No. 7*), as amended on October 31, 2002 (the *Amendment No. 8*), as amended on January 9, 2003 (the *Amendment No. 9*), as amended on April 28, 2003 (the *Amendment No. 10*), as amended on February 17, 2004 (the *Amendment No. 11*), as amended on February 15, 2005 (the *Amendment No. 12*), as amended on February 14, 2006 (the *Amendment No. 13*), as amended on February 14, 2007 (the *Amendment No. 14*), as amended on February 14, 2008 (the *Amendment No. 15*), as amended on February 13, 2009 (the *Amendment No. 16*) and as amended on February 16, 2010 (the *Amendment No. 17*) (collectively, the *Filings*). This Amendment No. 18 (a) updates certain information with respect to certain Reporting Persons under the Filings and (b) reflects the acquisitions and/or dispositions of shares of Class A Common by certain Reporting Persons. Capitalized terms used herein but not defined herein have the meanings assigned to them in the Filings.

Item 2. Identity and Background.

(a) (c) Item 2 of the Filings is hereby amended as follows:

The statements under the heading Thomas Parker Rankin, which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Thomas Parker Rankin. Mr. Rankin's address is 2373 Virginia Avenue, Atlanta, Georgia 30305. He is an analyst.

Item 5. Interest in Securities of the Issuer.

(a) (b) The first paragraph under the heading Item 5. Interest in Securities of the Issuer in the Filings is hereby deleted and replaced in its entirety by the following:

Pursuant to the Act and the regulations thereunder, the Reporting Persons may be deemed as a group to beneficially own 338,295 shares of Class A Common, the aggregate number of shares of Class A Common which are held by the Partnership, representing approximately 5.0% of the outstanding Class A Common as of December 31, 2010.

The sixth paragraph under the heading Item 5. Interest in Securities of the Issuer in the Filings reporting the beneficial ownership of Class A Common by Alfred M. Rankin, Jr. is hereby deleted and replaced in its entirety by the following:

Alfred M. Rankin, Jr. Mr. Rankin (a) shares with his mother (Clara L.T. Rankin) the power to vote and dispose of 23,200 shares of Class A Common pursuant to an agreement with his mother, creating a trust for the benefit of her grandchildren; (b) shares with PNC Bank, N.A. (*PNC*) the power to vote and dispose of 27,008 shares of Class A Common held by the A.M. Rankin Sr. GST Trusts for the benefit of Alfred M. Rankin, Sr.'s grandchildren; (c) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership; (d) shares with the other partners of Rankin IV the power to vote and dispose of 105,272 shares of Class A Common held by Rankin IV; (e) has the sole power to vote and dispose of 152,129 shares of Class A Common under the Alfred Rankin Trust, with himself as trustee and for his benefit; (f) shares with PNC the power to vote and dispose of 30,000 shares of Class A Common held in a revocable trust for the benefit of his mother; (g) has the sole power to vote and dispose of 14,160 shares of Class A Common held in an individual retirement account; (h) is deemed to share with his spouse (Victoire Rankin) the power to vote and dispose of 21,006 shares of Class A Common owned by his spouse; and (i) shares with his brother (Bruce T. Rankin) the power to vote and dispose of 621 shares of Class A Common held in trust for the benefit of

CUSIP No. 629579 10 3

Schedule 13D/A

Page 15 of 18 Pages

that brother. Collectively, the 711,691 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 10.6% of the Class A Common outstanding as of December 31, 2010.

The seventh paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Thomas T. Rankin is hereby deleted and replaced in its entirety by the following:

Thomas T. Rankin. Mr. Rankin (a) has sole power to vote and dispose of 52,920 shares of Class A Common under the Thomas Rankin Trust; (b) is deemed to share with his spouse (Corbin K. Rankin) the power to vote and to dispose of 3,622 shares of Class A Common owned by his spouse; (c) shares as a co-trustee with his son (Matthew M. Rankin) of a trust for the benefit of his son the power to vote and dispose of 8,509 shares of Class A Common; (d) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership; and (e) shares with the other partners of Rankin IV the power to vote and dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 508,618 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 7.6% of the Class A Common outstanding as of December 31, 2010.

The eighth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Claiborne R. Rankin is hereby deleted and replaced in its entirety by the following:

Claiborne R. Rankin. Mr. Rankin (a) has sole power to vote and dispose of 29,322 shares of Class A Common under the Claiborne Rankin Trust; (b) is deemed to share, as trustee, the power to vote and dispose of 5,727 shares of Class A Common held in trust for the benefit of his son (Claiborne R. Rankin, Jr.); (c) is deemed to share, as trustee, the power to vote and dispose of 5,772 shares of Class A Common held in trust for the benefit of his daughter (Julia Rankin Kuipers); (d) is deemed to share with his spouse (Chloe O. Rankin) the power to vote and dispose of 4,783 shares of Class A Common owned by his spouse; (e) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership; and (f) shares with the other partners of Rankin IV the power to vote and dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 489,171 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 7.3% of the Class A Common outstanding as of December 31, 2010.

The ninth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Roger F. Rankin is hereby deleted and replaced in its entirety by the following:

Roger F. Rankin. Mr. Rankin (a) has sole power to vote and dispose of 75,509 shares of Class A Common under the Roger F. Rankin Trust; (b) is deemed to share with his spouse (Alison A. Rankin) the power to vote and dispose of 3,938 shares of Class A Common held in trust for his daughter (A. Farnham Rankin) and 2,051 shares of Class A Common held in trust for another daughter (Elizabeth M. Rankin) for which his spouse is trustee; (c) is deemed to share with his spouse the power to vote and dispose of 3,123 shares of Class A Common owned by his spouse; (d) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership; and (e) shares with the other partners of Rankin IV the power to vote and dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 528,188 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 7.9% of the Class A Common outstanding as of December 31, 2010.

The tenth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Bruce T. Rankin is hereby deleted and replaced in its entirety by the following:

Bruce T. Rankin. Mr. Rankin (a) is deemed to share with his brother (Alfred M. Rankin, Jr.) the power to vote and dispose of 621 shares of Class A Common held by a trust, created for his benefit and for which his brother is the trustee; (b) shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; and (c) shares with the other partners of Rankin IV the

CUSIP No. 629579 10 3

Schedule 13D/A

Page 16 of 18 Pages

power to dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 444,188 shares of Class A Common held by Mr. Rankin constitute approximately 6.6% of the Class A Common outstanding as of December 31, 2010.

The eleventh paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by John C. Butler, Jr. is hereby deleted and replaced in its entirety by the following:

John C. Butler, Jr. Mr. Butler (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 19,061 shares of Class A Common held by Mr. Butler, including (i) 11,912 shares of Class A Common held in a revocable trust for the benefit of Mr. Butler, (ii) 2,800 shares of Class A Common held in his individual retirement account, (iii) as trustee, 2,252 shares of Class A Common held in a trust for the benefit of his minor daughter (Clara R. Butler) and (iv) as trustee, 2,097 shares of Class A Common held in a trust for the benefit of his minor son (Griffith B. Butler); and (c) is deemed to share with his spouse (Helen R. Butler) the power to vote and dispose of 39,162 shares of Class A Common beneficially owned by his spouse. Collectively, the 396,518 shares of Class A Common beneficially owned by Mr. Butler constitute approximately 5.9% of the Class A Common outstanding as of December 31, 2010.

The fourteenth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Alison A. Rankin is hereby deleted and replaced in its entirety by the following:

Alison A. Rankin. Mrs. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 3,123 shares of Class A Common; (c) is deemed to share with her spouse (Roger F. Rankin) the power to vote and dispose of 75,509 shares of Class A Common owned by a revocable trust for the benefit of her spouse; (d) has the sole power to vote and to dispose of 3,938 shares of Class A Common held in trust for a daughter (A. Farnham Rankin) and 2,051 shares of Class A Common held in trust for another daughter (Elizabeth M. Rankin), as trustee under both trusts; and (e) is deemed to share with her spouse the power to dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 528,188 shares of Class A Common beneficially owned by Mrs. Rankin constitute approximately 7.9% of the Class A Common outstanding as of December 31, 2010.

The fifteenth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Victoire G. Rankin is hereby deleted and replaced in its entirety by the following:

Victoire G. Rankin. Mrs. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has the sole power to vote and dispose of 21,006 shares of Class A Common held in a trust created under the Agreement, dated September 28, 2000, creating a trust for the benefit of Mrs. Rankin; (c) is deemed to share with her spouse (Alfred M. Rankin, Jr.) the power to vote and dispose of 23,200 shares of Class A Common owned by a trust created for the benefit of the grandchildren of Clara L.T. Rankin because her spouse is trustee of such trust; (d) is deemed to share with her spouse the power to vote and dispose of 27,008 shares of Class A Common held in trusts created for the benefit of the grandchildren of Alfred M. Rankin, Sr. because her spouse is a co-trustee of such trusts; (e) is deemed to share with her spouse the power to vote and dispose of 152,129 shares of Class A Common owned by a revocable trust for the benefit of her spouse; (f) is deemed to share with her spouse the power to vote and dispose of an additional 14,160 shares of Class A Common held by her spouse in an individual retirement account; (g) is deemed to share with her spouse the power to vote and dispose of 30,000 shares of Class A Common held in trust for the benefit of Clara L.T. Rankin because her spouse is a co-trustee of such trust; (h) is deemed to share with her spouse the power to dispose of 105,272 shares of Class A Common held by Rankin IV; and (i) is deemed to share with her spouse the power to vote and dispose of 621 shares of Class A Common held in a trust for

the benefit of his brother (Bruce T. Rankin) because her spouse is trustee of

CUSIP No. 629579 10 3

Schedule 13D/A

Page 17 of 18 Pages

such trust. Collectively, the 711,691 shares of Class A Common beneficially owned by Mrs. Rankin constitute approximately 10.6% of the Class A Common outstanding as of December 31, 2010.

The sixteenth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Corbin K. Rankin is hereby deleted and replaced in its entirety by the following:

Corbin K. Rankin. Mrs. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 3,622 shares of Class A Common held by Mrs. Rankin; (c) is deemed to share with her spouse (Thomas T. Rankin) the power to vote and dispose of 52,920 shares of Class A Common owned by a revocable trust for the benefit of her spouse; (d) is deemed to share with her spouse the power to vote and dispose of 8,509 shares of Class A Common held by her spouse as a co-trustee of a trust for the benefit of her son (Matthew M. Rankin); and (e) is deemed to share with her spouse the power to dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 508,618 shares of Class A Common beneficially owned by Mrs. Rankin constitute approximately 7.6% of the Class A Common outstanding as of December 31, 2010.

The seventeenth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Chloe O. Rankin is hereby deleted and replaced in its entirety by the following:

Chloe O. Rankin. Mrs. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) is deemed to share with her spouse (Claiborne R. Rankin) the power to vote and dispose of 29,322 shares of Class A Common held by a revocable trust created for the benefit of her spouse; (c) is deemed to share with her spouse the power to vote and dispose of 5,727 shares of Class A Common owned by a trust created for the benefit of her son (Claiborne R. Rankin, Jr.) because her spouse is trustee of such trust; (d) is deemed to share with her spouse the power to vote and dispose of 5,772 shares of Class A Common held in a trust for the benefit of her daughter (Julia Rankin Kuipers) because her spouse is trustee of such trust; (e) has the sole power to vote and dispose of 4,783 shares of Class A Common held in a trust created under the Agreement, dated June 1, 1995, creating a trust for the benefit of Mrs. Rankin; and (f) is deemed to share with her spouse the power to dispose of 105,272 shares of Class A Common held by Rankin IV. Collectively, the 489,171 shares of Class A Common beneficially owned by Mrs. Rankin constitute approximately 7.3% of the Class A Common outstanding as of December 31, 2010.

The twenty-fourth paragraph under the heading **Item 5. Interest in Securities of the Issuer** in the Filings reporting the beneficial ownership of Class A Common by Helen R. Butler is hereby deleted and replaced in its entirety by the following:

Helen R. Butler. Mrs. Butler (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) is deemed to share with her spouse (John C. Butler) the power to vote and dispose of 19,061 shares of Class A Common held by Mr. Butler, including (i) 11,912 shares of Class A Common held in a revocable trust for the benefit of Mr. Butler, (ii) 2,800 shares of Class A Common held in her spouse's individual retirement account, (iii) 2,252 shares of Class A Common held in a trust for the benefit of her minor daughter (Clara R. Butler) for which her spouse is trustee, and (iv) 2,097 shares of Class A Common held in a trust for the benefit of her minor son (Griffith B. Butler) for which her spouse is trustee; and (c) has sole power to vote and dispose of 39,162 shares of Class A Common. Collectively, the 396,518 shares of Class A Common beneficially owned by Mrs. Butler constitute approximately 5.9% of the Class A Common outstanding as of December 31, 2010.

[Signatures begin on the following page.]

CUSIP No. 629579 10 3

Schedule 13D/A
SIGNATURES

Page 18 of 18 Pages

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

RANKIN ASSOCIATES II, L.P.

By: Rankin Management, Inc., its Managing
Partner

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., President

RANKIN MANAGEMENT, INC.

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., President

REPORTING PERSONS

Name: Rankin Management, Inc.

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., President, on behalf of himself,
and as:

Attorney-in-Fact for Victoire G. Rankin*

Attorney-in-Fact for Helen R. Butler*

Attorney-in-Fact for Clara L. T. Rankin
Williams*

Attorney-in-Fact for Thomas T. Rankin*

Attorney-in-Fact for Matthew M.
Rankin*

Attorney-in-Fact for Claiborne R.
Rankin*

Attorney-in-Fact for Chloe O. Rankin*

Attorney-in-Fact for Roger F. Rankin*

Attorney-in-Fact for Bruce T. Rankin*

Attorney-in-Fact for Alison A. Rankin*

Attorney-in-Fact for Corbin K. Rankin*

Attorney-in-Fact for John C. Butler, Jr.*

Attorney-in-Fact for James T. Rankin*

Attorney-in-Fact for Claiborne R.
Rankin, Jr.*

Attorney-in-Fact for David B. Williams*

Attorney-in-Fact for Scott W. Seelbach*

Attorney-in-Fact for Elizabeth B.

Rankin*

Attorney-in-Fact for Thomas P. Rankin*

Attorney-in-Fact for Julia Rankin

Kuipers*

Attorney-in-Fact for Lynne T. Rankin*

Attorney-in-Fact for Chloe R. Seelbach*

- * The power of attorney authorizing the above named individual to act on behalf of each of the foregoing Reporting Persons is included in Exhibit 2, at page 16, and Exhibit 4, at pages 25 and 26 of the Schedule 13D, filed February 18, 1998.