NACCO INDUSTRIES INC

Form 4/A March 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

(Print or Type	Responses)									
1. Name and Address of Reporting Person * BUTLER HELEN RANKIN			2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(Last) (First) (Middle)			ransaction		(Check all applicable)				
NACCO IN LANDERB 220	C., 5875 02/26	n/Day/Year) /2015		Officer below)	Director 10% Owner Officer (give titleX Other (specify below) Member of a Group					
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
MAYFIELI	03/02	Filed(Month/Day/Year) 03/02/2015			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip) T.								
(City)	(State)	(2.P) Ta	ible I - Non-	Derivative Securities A	Acquired, Dispos	ed of, or Bene	ficially Owned			
1.Title of	2. Transaction Date		3.	4. Securities	5. Amount of	6.	7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, in any	Transaction Code	onAcquired (A) or Disposed of (D)	Securities Beneficially	Ownership Form:	Indirect Beneficial			
(111301. 3)		(Month/Day/Year		(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership			

. •		Tab	16 1 - 14011-1	Derivative	secu	Titles A	cquirea, Dispose	ed of, of Defice	ilcially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or)) 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)
Class A			Code V	Amount	(D)	Price	(msu. 3 and 4)		By
Common Stock	02/26/2015		A(1)	4,874	A	<u>(2)</u>	35,181	I	Spouse/Trust (3)
Class A Common Stock							7,650	I	By RAII/Child 1
Class A Common Stock							3,793	I	By Trust-Child 1
Class A							7,806	I	Ву

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Common Stock			RAII/Child 2
Class A Common Stock	3,637	I	By Trust-Child 2
Class A Common Stock	12,257	I	By RAII (6)
Class A Common Stock	11,008	I	by RAIV (7)
Class A Common Stock	60,836	I	By Trust (8)
Class A Common Stock	2,800	I	By Spouse/IRA
Class A Common Stock	7,272	I	By RAII/Spouse

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.

SEC 1474

(9-02)

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(2)</u>				(2)	(2)	Class A Common Stock	69,458	

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Class B Common Stock	\$ 0	(2)	(2)	Class A Common Stock	30,818
Class B Common	(2)	(2)	(2)	Class A Common Stock	9,195

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTLER HELEN RANKIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS. OH 44124

Member of a Group

Signatures

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

03/02/2015 Date

**Signature of Reporting Person

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) Spouse's shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (2) N/A
- (3) Reporting Person's spouse serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person di sclaims all beneficial ownership of all such shares.
- (4) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P... Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates IV, L.P.
- (8) Held by Trust for the benefit of Reporting Person.
- (9) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (11) RAI-Represents Reporting Peron's 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.

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