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RANKIN MATTHEW M Form 5 February 14, 2012 FORM 5

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction 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 MATTHEW M** 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 Officer (give title __X__ Other (specify 12/31/2011 below) below) NACCO INDUSTRIES, Member of a group INC., Â 5875 LANDERBROOK DRIVE, STE. 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MAYFIELD _X_ Form Filed by One Reporting Person HEIGHTS, OHÂ 44124 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. Securi Acquirec Disposed (Instr. 3, Amount	l (A) of l of (D 4 and (A) or))	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 (1)		Â	G	192	А	\$0	8,850	I	By RAII (2)		
Class A Common Stock (1)		Â	G	192	А	\$ 0	9,042	I	By RAII (2)		
	Â	Â	Â	Â	Â	Â	722	Ι	By Spouse (3)		

Class A Common Stock									
Class A Common Stock (1)	Â	Â	Â	Â	Â	Â	2,058	Ι	By RAII/Spouse (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	645	I	Trust/Child1 (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,010	Ι	Trust/RAII/Child1
Class A Common Stock <u>(1)</u>	Â	Â	Â	Â	Â	Â	500	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	8,509	Ι	By Trust (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	563	Ι	Trust/Child2 (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	862	I	Trust/RAII/Child2

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

Persons who respond to the collection of informationSEC 2270contained in this form are not required to respond unless(9-02)the form displays a currently valid OMB control number.(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)	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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D S G E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RANKIN MATTHEW M NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â	Member of a group			
Signatures							
/s/Suzanne S. Taylor, 02 attorney-in-fact	/14/2012						
**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).
- As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders'
 (1) Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (3) Held by Spouse. Reporting Person disclaims beneficially ownership of all such shares.
- (4) 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.
- (5) Held by Trust for Reporting Person's minor child. Reporting Person and Reporting Person's brother, James T. Rankin are co-trustees of the trust. Reporting Person disclaims beneficial ownership of all such shares.
- Shares represent the Reporting Person's minor child's proportionate limited interests in shares held by Rankin Associates II, L.P.
 Shares held by Reporting Person as co-trustee with PNC Bank. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Held through a trust of which the Reporting Person is co-trustee with his father.

Note: 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.