NACCO INDUSTRIES INC

Form 4

December 21, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS DAVID B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

NACCO INDUSTRIES INC [NC]

(Check all applicable)

NACCO INDUSTRIES, INC., 5875

(First)

(Month/Day/Year) 12/17/2015

_X__ Director 10% Owner Officer (give title __X_ Other (specify below) below)

Member of a group

LANDERBROOK DRIVE, STE. 220

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

MAYFIELD HEIGHTS, OH 44124

(City)	(State)	(Zip) Ta	ble I - Nor	ı-Derivativ	ve Sec	urities Acqu	ired, Disposed o	f, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	onor Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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 Common Stock	11/04/2015		J <u>(1)</u> V	50	A	<u>(2)</u>	882	I	Trust/Child 2
Class A Common Stock	11/04/2015		J <u>(1)</u> V	25	A	(2)	907	I	Trust/Child 2
Class A Common Stock	11/04/2015		J <u>(1)</u> V	100	A	(2)	1,007	I	Trust/Child 2
Class A	11/04/2015		J(1) V	1	A	<u>(2)</u>	1,008	I	Trust/Child 2

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Common Stock									(3)
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	472	A	<u>(2)</u>	1,480	I	Trust/Child 2
Class A Common Stock	11/04/2015	<u>J(1)</u>	V	100	A	<u>(2)</u>	1,580	I	Trust/Child 2
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	683	A	<u>(2)</u>	2,263	I	Trust/Child 2
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	682	A	(2)	2,889	I	By Trust/Child1
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	50	A	(2)	2,939	I	By Trust/Child1
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	25	A	(2)	2,964	I	By Trust/Child1
Class A Common Stock	11/04/2015	J <u>(1)</u>	V	100	A	<u>(2)</u>	3,064	I	By Trust/Child1
Class A Common Stock	11/04/2015	<u>J(1)</u>	V	473	A	<u>(2)</u>	3,537	I	By Trust/Child1
Class A Common Stock	11/04/2015	<u>J(1)</u>	V	100	A	(2)	3,637	I	By Trust/Child1
Class A Common Stock	12/14/2015	G	V	290	A	<u>(2)</u>	6,518	D	
Class A Common Stock	12/14/2015	G	V	290	A	(2)	2,553	I	Trust/Child 2
Class A Common Stock	12/14/2015	G	V	290	A	(2)	61,126	I	By Spouse/Trust
Class A Common Stock	12/14/2015	G	V	290	A	(2)	3,927	I	By Trust/Child1
Class A Common Stock	12/17/2015	P		393	A	\$ 41.9858 (5)	61,519	I	By Spouse/Trust

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Class A Common Stock	12/18/2015	P	393	A	\$ 41.6671 (5)	61,912	I	By Spouse/Trust
Class A Common Stock						11,008	I	to Spouse by RAIV (A)
Class A Common Stock						12,257	I	By Assoc II/Spouse (6)
Class A Common Stock						6,537	I	By Assoc II
Class A Common Stock						9,179	I	By Assoc II/Daughter2
Class A Common Stock						7,804	I	By Assoc II/Daughter
Stock Class A Common								(8) By Assoc II/Daughte

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if			6. Date Exerc		7. Title and Amount of		8
Security (Instr. 3)	or Exercise Price of Derivative Security	(Nonth Day Teal)	any (Month/Day/Year)	TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Underlying Securities (Instr. 3 and 4)		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	
Class B Common Stock	<u>(2)</u>					(2)	<u>(2)</u>	Class A Common Stock	30,818	

SEC 1474

(9-02)

8. Price o Derivativ Security (Instr. 5)

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 Class B
 Class A

 Common (2)
 (2)
 (2)
 Common 9,195

 Stock
 Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLIAMS DAVID B
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 220
MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/ Jesse L. Adkins,

attorney-in-fact 12/21/2015

**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) Transfer of shares pursuant to terms of the GST.
- (2) N/A
- (3) Reporting Person is Trustee of a Trust for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Purchases made as part of multiple share lots. Price represents average price.
- (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) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (8) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (9) 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.

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.

Reporting Owners 4