

NACCO INDUSTRIES INC

Form 4

July 10, 2017

FORM 4**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
1(b).

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN THOMAS T

(Last) (First) (Middle)

**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
220**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
NACCO INDUSTRIES INC [NC]

3. Date of Earliest Transaction
(Month/Day/Year)

07/07/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Member of a group

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 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)
				(A) or (D)			
Class A Common Stock	07/07/2017		J ⁽¹⁾	V 52,920 D <u>(2)</u>	165	I	By Trust ⁽³⁾
Class A Common Stock	07/07/2017		J ⁽¹⁾	V 6 D <u>(2)</u>	0	I	By GP ⁽⁴⁾
Class A Common Stock	07/07/2017		J ⁽¹⁾	19,578 D <u>(2)</u>	0	I	By RA4 ⁽⁵⁾
Class A					1,843	I	By Assoc

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Common Stock				II/Spouse ⁽⁶⁾
Class A Common Stock	3,622	I		By Spouse ⁽⁷⁾
Class A Common Stock	9,267	I		By Assoc II/Son I ⁽⁸⁾
Class A Common Stock ⁽⁹⁾	7	D		
Class A Common Stock	36,439	I		By Assoc II ⁽¹⁰⁾
Class A Common Stock	1,975	I		By RMI (Delaware) ⁽¹¹⁾

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

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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)	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Put or Call (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(2)</u>	07/07/2017		J <u>(1)</u>	V	6		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	6
Class B Common Stock	\$ 0 <u>(2)</u>	07/07/2017		J <u>(1)</u>		19,578		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	19,578
Class B Common Stock	\$ 0 <u>(2)</u>	07/07/2017		J <u>(1)</u>	V	52,920		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	52,920

Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	5,143
Class B Common Stock	\$ 0 (2)	(2)	(2)	Class A Common Stock	35,312
Class B Common Stock	(2)	(2)	(2)	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN THOMAS T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124				Member of a group

Signatures

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

07/10/2017

__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) Class A shares were exchanged for Class B shares pursuant to the terms of the Second Amendment to Amended and Restated Stockholders' Agreement dated February 14, 2017.
- (2) N/A
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.
- (4) (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.
- (5) (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (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) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (9) 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' 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.
- (10) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. (RMI), as general partner. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Represents the Reporting Person's proportionate 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.