

RANKIN VICTOIRE G

Form 4

August 25, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

08/23/2017

Member of a Group

(Street)

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

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

MAYFIELD HEIGHTS, OH 44124

(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. Securities Acquired (A) 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)	Price				
				Code	V	Amount			
Class A Common Stock	08/23/2017		J ⁽¹⁾	10,856	D	<u>(2)</u>	230,617	I	AMR - Main Trust - A ⁽³⁾
Class A Common Stock	08/23/2017		J ⁽¹⁾	19,973	D	<u>(2)</u>	210,644	I	AMR - Main Trust - A ⁽³⁾
Class A Common Stock							14,160	I	AMR - IRA ⁽⁴⁾
Class A							1,277	I	AMR - RAI

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Common Stock							<u>(5)</u>
Class A Common Stock				1,975	I		AMR - RMI (Delaware) <u>(6)</u>
Class A Common Stock				21,286	I		By Spouse/Trust 2 (Sr.) <u>(7)</u>
Class A Common Stock				9,600	I		AMR - Trust3 (GC) <u>(8)</u>
Class A Common Stock				26,929	I		BTR - RAI <u>(9)</u>
Class A Common Stock				14,313	I		BTR-Class A Trust <u>(10)</u>
Class A Common Stock				34,936	I		VGR - Trust <u>(11)</u>

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

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(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. P Deriv Secur (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(2)</u>	08/23/2017		J ⁽¹⁾	30,829	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	30,829
Class B Common Stock	\$ 0 <u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Class A Common Stock	14,322

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Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	1,404
Class B Common Stock	<u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	25
Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	59,675
Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	61,768
Class B Common Stock	<u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	5,143
Class B Common Stock	<u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	5,143

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact
08/25/2017

**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.

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- (2) N/A
- (3) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (5) 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.
- (6) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person's spouse serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
BTR RA2-Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (9) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
- (11) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Represents 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.
- (13) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (14) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates IV. Reporting Person disclaims beneficial ownership of all such shares.
BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (15) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (16) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Reporting Person's spouse serves as Trustee of Trusts for the benefit of Bruce T Rankin. 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.