

NACCO INDUSTRIES INC
Form 4
January 05, 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 *
WILLIAMS CLARA R

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2016

____ Director
____ Officer (give title below) Other (specify below)
Member of a group

(Street)
MAYFIELD HEIGHTS, OH 44124

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

(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	12/22/2016		G	V 199 D	12,203	I	By Assoc II ⁽²⁾
Class A Common Stock	12/22/2016		G	V 199 A	8,003	I	By Assoc II/Daughter ⁽³⁾
Class A Common Stock	12/22/2016		G	V 199 D	12,004	I	By Assoc II ⁽²⁾
Class A Common Stock	12/22/2016		G	V 199 A	9,378	I	By

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Common Stock									AssocII/Daughter 2 ⁽³⁾
Class A Common Stock	12/22/2016		G V 100	A	<u>1</u>	12,104		I	By Assoc II ⁽²⁾
Class A Common Stock	12/22/2016		G V 199	A	<u>1</u>	12,303		I	By Assoc II ⁽²⁾
Class A Common Stock	12/22/2016		G V 199	A	<u>1</u>	6,736		I	By AssocII/Spouse ⁽⁴⁾
Class A Common Stock	12/22/2016		G V 199	A	<u>1</u>	8,202		I	By Assoc II/Daughter ⁽³⁾
Class A Common Stock	12/22/2016		G V 199	A	<u>1</u>	9,577		I	By AssocII/Daughter 2 ⁽³⁾
Class A Common Stock	01/03/2017		A ⁽⁵⁾ 243	A	<u>1</u>	8,292		I	By Spouse ⁽⁶⁾
Class A Common Stock						9,628		I	by RAIV (A)
Class A Common Stock						68,094		I	By Trust ⁽⁷⁾
Class A Common Stock						2,553		I	By Trust/Child2 ⁽⁸⁾
Class A Common Stock						3,927		I	Trust/Child1 ⁽⁸⁾

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.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	69,458
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	32,199
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	9,195

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins,
attorney-in-fact
**Signature of Reporting Person

01/05/2017
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) N/A
- (2) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.
- (3) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.
- (5) Spouse's shares of Class A Common Stock awarded to the Reporting Person's spouse as "Required Shares" under the company's Non-Employee Directors' Equity Compensation Plan
- (6) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

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- (7) Held by trust for the benefit of Reporting Person.
- (8) Held by Trust, Reporting Person's spouse is Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (9) RAI-Represents Reporting Person's limited partnership interest in shares held by Rankin Associates I, L.P.

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

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.