NACCO INDUSTRIES INC
Form 4
April 04, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS CLARA R

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
_____ Officer (give title below)
__X__ Other (specify below)
Member of a group

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 (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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/01/2016		A(1)		421	A	(2)	7,359	I	By Spouse (3)
Class A Common Stock								12,402	I	By Assoc II (4)
Class A Common Stock								9,628	I	by RAIV (A)
Class A								68,094	I	By Trust (5)

Common Stock			
Class A Common Stock	6,537	I	By AssocII/Spouse (6)
Class A Common Stock	9,179	I	By AssocII/Daughter 2 (7)
Class A Common Stock	2,553	I	By Trust/Child2 (8)
Class A Common Stock	7,804	I	By Assoc II/Daughter (7)
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.

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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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	69,458	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	32,199	

Class B Common Stock	(2)		(2)	(2)	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	04/04/2016
**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) 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

(2) N/A

(3) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

(4) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.

(5) Held by trust for the benefit of Reporting Person.

(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 daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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