

RANKIN MATTHEW M
Form 4
January 04, 2018

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 MATTHEW M

(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)
12/14/2017

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) Other (specify below)

Member of a group

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) Code V Amount (D) Price			
Class A Common Stock ⁽¹⁾	12/14/2017		G	V 81 A <u>(2)</u> 9,348		I	By RAI ⁽³⁾
Class A Common Stock ⁽¹⁾	12/14/2017		G	V 81 A <u>(2)</u> 9,429		I	By RAI ⁽³⁾
Class A Common Stock	12/14/2017		G	V 81 A <u>(2)</u> 1,242		I	Trust/RAI/Child ⁽⁴⁾
Class A Common Stock	12/14/2017		G	V 81 A <u>(2)</u> 1,390		I	Trust/RAI/Child1

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Common Stock									(4)
Class A Common Stock (1)	12/14/2017		G V 163	D (2)	9,266		I		By RAI (3)
Class A Common Stock	12/14/2017		G V 163	A (2)	1,553		I		Trust/RAI/Child1 (4)
Class A Common Stock (1)	12/14/2017		G V 163	D (2)	9,103		I		By RAI (3)
Class A Common Stock	12/14/2017		G V 163	A (2)	1,405		I		Trust/RAI/Child2 (4)
Class A Common Stock	01/02/2018		A(5)	556	A (2)	9,044		I	By Trust (6)
Class A Common Stock					722		I		By Spouse (7)
Class A Common Stock (1)					2,058		I		By RAI/Spouse (8)
Class A Common Stock					645		I		Trust/Child1 (9)
Class A Common Stock (1)					500		D		
Class A Common Stock					563		I		Trust/Child2 (9)

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	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	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	Code	V	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Class B Common Stock							Class A Common Stock	
	(2)				12/14/2017			
	G	V	227		(2)	(6)	227	(2)

Reporting Owners

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

Signatures

/s/ Jesse L. Adkins, attorney-in-fact 01/04/2018
**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) 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.
 - (2) N/A
 - (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P .
 - (4) Shares represent the Reporting Person's minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Shares held by Reporting Person as co-trustee with PNC Bank. Reporting Person disclaims beneficial ownership of all such shares.
 - (5) Shares of Class A Common Stock awarded to the Reporting Person as "Required Shares" under the company's Non-Employee Directors' Equity Compensation Plan.
 - (6) Held through a trust for the benefit of Reporting Person.
 - (7) Held by Spouse. Reporting Person disclaims beneficial ownership of all such shares.
 - (8) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
 - (9) Held by Trust for Reporting Person's minor child. Reporting Person and Reporting Person's brother, James T. Rankin are co-trustees of the trust. Reporting Person disclaims beneficial ownership of all such shares.

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- (10) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates I, L.P., which is held in trust for the benefit of Reporting Person.

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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