

RANKIN JAMES T  
Form 5/A  
February 14, 2012

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
RANKIN JAMES T  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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

MAYFIELD HEIGHTS, OH 44124  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/07/2012

6. Individual or Joint/Group Reporting  
  
(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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/02/2011	Â	G	192	A	\$ 0 8,850	I	By RAI <sup>(1)</sup>	
Class A Common Stock	05/02/2011	Â	G	192	A	\$ 0 9,042	I	By RAI <sup>(1)</sup>	
	05/02/2011	Â	G	192	A	\$ 0 192	I		

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Class A Common Stock										As Custodian/Child1
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,683	I		Trust <sup>(2)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	862	I		By Spouse/RAII <sup>(3)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	563	I		By Spouse <sup>(4)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	645	I		Trust/Child1 <sup>(5)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,010	I		Trust/RAII/Child1 <sup>(5)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	563	I		Tust/Child2 <sup>(5)</sup>
Class A Common Stock	Â	Â	Â	Â	Â	Â	862	I		Trust/Child2/RAII <sup>(5)</sup>

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. Price of Derivative Security (Instr. 5)	9. of of D Se B O E I F I (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

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

## Signatures

/s/Suzanne S. Taylor,  
attorney-in-fact

02/14/2012

\_\_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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) Held by Trust for the benefit of Reporting Person.
- (3) Represents the Reporting Person's Spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (4) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held through a trust for Reporting Person's minor niece/nephew. Reporting Person is co-trustee with his brother, Matthew M. Rankin of the trust. 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 provided 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.