

BUTLER HELEN RANKIN
 Form 5
 February 14, 2013

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 *
BUTLER HELEN RANKIN
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 06/22/2012 | ^ | G | 6,250 | A | \$ 0 | 45,412 | I | By Trust ⁽¹⁾ |
| Class A Common Stock | 09/14/2012 | ^ | G | 229 | A | \$ 0 | 45,641 | I | By Trust ⁽¹⁾ |
| | 09/13/2012 | ^ | G | 235 | A | \$ 0 | 17,262 | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|---|--------|---|------|--------|---|----------------------------|
| Class A Common Stock | | | | | | | | | By Spouse/Trust (2) |
| Class A Common Stock | 09/13/2012 | Â | G | 378 | A | \$ 0 | 7,650 | I | By RAII/Child 1 (3) |
| Class A Common Stock | 09/13/2012 | Â | G | 378 | A | \$ 0 | 7,806 | I | By RAII/Child 2 (3) |
| Class A Common Stock | 09/13/2012 | Â | G | 189 | A | \$ 0 | 12,257 | I | By RAI (4) |
| Class A Common Stock | 06/22/2012 | Â | G | 11,008 | A | \$ 0 | 11,008 | I | by RAI V (5) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,252 | I | By Trust-Child 1 (6) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,097 | I | By Trust-Child 2 (6) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,800 | I | By Spouse/IRA (7) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 7,272 | I | By RAII/Spouse (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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Â | | 06/22/2012 | Â | G ⁽¹⁰⁾ | 20,000 Â | Â (9) Â (9) | 20,000 |

| | | | | | | | | | |
|----------------------------|------|------------|---|---|--------|---|-------|-------|-----------------------------------|
| Class B Common Stock | | | | | | | | | Class A Common Stock |
| Class B Common Stock | \$ 0 | 06/22/2012 | Â | G | 30,818 | Â | Â (9) | Â (9) | Class A Common Stock 30,818 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| BUTLER HELEN RANKIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124 | Â | Â | Â | Member of a Group |

Signatures

/s/ John D. Neumann,
attorney-in-fact

01/14/2013

**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) Held by Trust for the benefit of Reporting Person.
- (2) Reporting Person's spouse serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust. Reporting Person disclaims all beneficial ownership of all such shares.
- (3) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates IV, L.P.
- (6) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person's 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) N/A
- (10) Shares of Class A Common Stock distributed from Reporting Person's Father's trust into the Reporting Person's trust.
- (11) RAI-Represents Reporting Peron's limited partnership interest in shares held by Rankin Associates I, L.P.

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Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than

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