

RANKIN MATTHEW M
Form 4
January 04, 2019

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

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)
11/08/2018

Director 10% Owner
 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 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 ⁽¹⁾ | 11/08/2018 | | G | V | 102 | A | <u>(2)</u> 9,205 | I | By RAI ⁽³⁾ |
| Class A Common Stock ⁽¹⁾ | 11/08/2018 | | G | V | 205 | A | <u>(2)</u> 9,410 | I | By RAI ⁽³⁾ |
| Class A Common Stock | 11/08/2018 | | G | V | 102 | A | <u>(2)</u> 1,507 | I | Trust/RAI/Child ⁽⁴⁾ |
| Class A Common Stock | 11/08/2018 | | G | V | 102 | A | <u>(2)</u> 1,655 | I | Trust/RAI/Child1 |

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| | | | | | | | | | |
|--------------------------|------------|--|---------|-------|-------|--------|---|---|----------------------|
| Common Stock | | | | | | | | | (4) |
| Class A Common Stock (1) | 11/08/2018 | | G V 205 | D (2) | 9,205 | | I | | By RAI (3) |
| Class A Common Stock | 11/08/2018 | | G V 205 | A (2) | 1,860 | | I | | Trust/RAI/Child1 (4) |
| Class A Common Stock (1) | 11/08/2018 | | G V 205 | D (2) | 9,000 | | I | | By RAI (3) |
| Class A Common Stock | 11/08/2018 | | G V 205 | A (2) | 1,712 | | I | | Trust/RAI/Child2 (4) |
| Class A Common Stock | 01/02/2019 | | A(5) | 682 | A (2) | 14,233 | | 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.

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.

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

| 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 | (Instr. 3 and 4) |
|---------------------|---|------|---|-----|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | | | | | | | | Owned |

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

01/04/2019

__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).

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, (1) 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.

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.