

WILLIAMS CLARA R  
Form 5  
February 13, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
WILLIAMS CLARA R

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300

(Street)

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

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

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 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) | (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                              | 385   | A          | \$ 0               | 6,537  | I  | By Assoc II/Spouse <sup>(1)</sup>                     |
| Class A Common Stock            | 05/02/2011                           | Â  | G                              | 385   | A          | \$ 0               | 11,876   | I  | By Assoc II <sup>(2)</sup>                            |
|                                 | 05/02/2011                           | Â  | G                              | 192   | A          | \$ 0               | 12,068   | I  | By Assoc II <sup>(2)</sup>                            |

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|                            |            |   |   |     |   |      |        |   |  |  |
|----------------------------|------------|---|---|-----|---|------|--------|---|--|--|
| Class A<br>Common<br>Stock |            |   |   |     |   |      |        |   |  |  |
| Class A<br>Common<br>Stock | 05/02/2011 | Â | G | 385 | A | \$ 0 | 7,426  | I | By Assoc<br>II/Daughter <sup>(3)</sup>     |  |
| Class A<br>Common<br>Stock | 05/02/2011 | Â | G | 385 | A | \$ 0 | 8,801  | I | By<br>AssocII/Daughter<br>2 <sup>(3)</sup> |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 39,162 | I | By Trust <sup>(4)</sup>                    |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,097  | I | By Spouse <sup>(5)</sup>                   |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 722    | I | By Trust/Child2<br><sup>(6)</sup>          |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 2,097  | I | Trust/Child1 <sup>(6)</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 or Deriv Secur (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                    |
| Class B<br>Common<br>Stock                 | Â  | Â                                    | Â  | Â                              | Â   | Â <sup>(7)</sup> Â <sup>(7)</sup>                        | Class A<br>Common<br>Stock 30,492                             | Â                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                   |
|--|---------------|-----------|---------|-------------------|
|  | Director      | 10% Owner | Officer | Other             |
| WILLIAMS CLARA R<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, STE. 300<br>MAYFIELD HEIGHTS, OH 44124 | ^             | ^         | ^       | Member of a group |

## Signatures

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

01/23/2012

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 spouse's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.
- (3) 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.
- (4) Held by trust for the benefit of Reporting Person.
- (5) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (6) 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.
- (7) N/A
- (8) RAI-Represents Reporting Person's limited partnership interest in shares held by Rankin Associates I, L.P.

^

### Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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