

BUTLER JOHN C JR
 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 *
BUTLER JOHN C JR
 (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)
 ___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
 VP-Corp Dev and Treasurer / Member of a Group

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

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

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/14/2011

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)
				(A) or (D) Price			
Class A Common Stock	07/02/2010	Â	G5	504 A \$ 0	6,887	I	By RAI <u>(1)</u>
Class A Common Stock	07/02/2010	Â	G5	252 A \$ 0	9,665	I	By RAI/Spouse <u>(2)</u>
Class A Common	07/02/2010	Â	G5	504 A \$ 0	9,413	I	By RAI/Spouse

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Stock									(2)
Class A Common Stock	11/26/2010	Â	G5	1,826	A	\$ 0	11,491	I	By RAII/Spouse (2)
Class A Common Stock	07/02/2010	Â	G5	504	A	\$ 0	6,887	I	By RAII/Child 1 (3)
Class A Common Stock	07/02/2010	Â	G5	504	A	\$ 0	7,043	I	By RAII/Child 2 (3)
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	39,162	I	By Spouse/Trust (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,800	I	By IRA (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	16,251	I	By Trust (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Class B Common Stock	Â	11/26/2010	Â	G	30,492	Â (4) (4)	Class A Common Stock	30,492

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER JOHN C JR NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â VP-Corp Dev and Treasurer	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) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (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) N/A
- (5) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates I, 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 by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (9) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.

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.