WILLIAMS CLARA R

Common 05/02/2011

05/02/2011

05/02/2011

Stock Class A

Stock

Common

Form 5

February 13, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WILLIAMS CLARA R Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner Officer (give title __X__ Other (specify 12/31/2011 below) below) NACCO INDUSTRIES, Member of a group INC., Â 5875 LANDERBROOK DRIVE, STE. 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) **MAYFIELD** _X_ Form Filed by One Reporting Person HEIGHTS, OHÂ 44124 Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount 6. 4. Securities 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or of Securities Ownership Beneficial Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) end of or Indirect Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Class A By Â 6,537

G

G

G

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Â

385

385

192

\$0

\$0

\$0

11,876

12,068

Α

Α

I

I

I

AssocII/Spouse (1)

By Assoc II (2)

By Assoc II (2)

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Class A Common Stock									
Class A Common Stock	05/02/2011	Â	G	385	A	\$ 0	7,426	I	By Assoc II/Daughter (3)
Class A Common Stock	05/02/2011	Â	G	385	A	\$ 0	8,801	I	By AssocII/Daughter 2 (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,162	I	By Trust (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I	By Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	I	By Trust/Child2
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I	Trust/Child1 (6)

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 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 Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ /e s I	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	
Class B Common Stock	Â	Â	Â	Â	Â	(7)	(7)	Class A Common Stock	30,492	Â

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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS CLARA R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124

 \hat{A} \hat{A} \hat{A} 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.

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Remarks:

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

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.

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