

NACCO INDUSTRIES INC  
 Form 5  
 February 17, 2015

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

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]**  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 SrVP-Fin Treas & Chief Adm Off / Member of a Group

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 220**  
 (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)  (A) or (D) Amount Price	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)
Class A Common Stock	06/23/2014	^	G	15,000 A \$ 0 (1)	60,836	I	By Spouse/Trust (2)
Class A Common Stock	02/13/2014	^	J(3)	1,431 A \$ 0 (1)	3,793	I	By Trust-Child 1 (4)
	02/13/2014	^	J(3)	1,430 A	3,637	I	

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Class A Common Stock							\$ 0 <u>(1)</u>		By Trust-Child 2 <u>(4)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,650	I	By RAII/Child 1 <u>(5)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,806	I	By RAII/Child 2 <u>(5)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	12,257	I	By RAII/Spouse <u>(6)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	11,008	I	to spouse by RAIV (A)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,800	I	By IRA <u>(7)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,272	I	By RAI <u>(8)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,307	I	By Trust <u>(9)</u>

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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Class B Common Stock	Â	06/23/2014	Â	G	9,195 Â	Â <u>(1)</u> Â <u>(1)</u>	Class A Common Stock	9,195
	Â	Â	Â	Â	Â Â	Â <u>(1)</u> Â <u>(1)</u>		69,458

Class B Common Stock											Class A Common Stock	
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>		Class A Common Stock	30,818

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER JOHN C JR NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â SrVP-Fin Treas & Chief Adm Off	Member of a Group

**Signatures**

/s/ Jesse L. Adkins,  
attorney-in-fact

02/17/2015

\_\_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) N/A
- (2) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Transfer of shares pursuant to terms of the GST.
- (4) 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.
- (5) 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.
- (6) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (9) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- (10) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates I, L.P.-----

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.