

BUTLER JOHN C JR

Form 4

February 15, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BUTLER JOHN C JR

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875  
LANDERBROOK DRIVE, STE.  
220

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

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 ☒ Other (specify  
below) below)  
President & CEO / Member of a Group

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 02/13/2019                              |                                                             | A <sup>(1)</sup>                        | 31,057 A <u>2</u>                                                      | 131,376                                                                                                            | I                                                                          | By Trust <sup>(3)</sup>                                           |
| Class A<br>Common<br>Stock            | 02/13/2019                              |                                                             | F <sup>(4)</sup>                        | 1,212 D <u>2</u>                                                       | 130,164                                                                                                            | I                                                                          | By Trust <sup>(3)</sup>                                           |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                        | 8,416                                                                                                              | I                                                                          | By<br>RAII/Child 1<br><sup>(5)</sup>                              |
| Class A                               |                                         |                                                             |                                         |                                                                        | 4,083                                                                                                              | I                                                                          | By                                                                |

Edgar Filing: BUTLER JOHN C JR - Form 4

|                      |        |   |  |                                |
|----------------------|--------|---|--|--------------------------------|
| Common Stock         |        |   |  | Trust-Child 1<br><u>(6)</u>    |
| Class A Common Stock | 8,572  | I |  | By RAI/Child 2<br><u>(5)</u>   |
| Class A Common Stock | 3,927  | I |  | By Trust-Child 2<br><u>(6)</u> |
| Class A Common Stock | 11,750 | I |  | By RAI/Spouse<br><u>(7)</u>    |
| Class A Common Stock | 68,094 | I |  | By Spouse/Trust<br><u>(8)</u>  |
| Class A Common Stock | 2,800  | I |  | By IRA <u>(9)</u>              |
| Class A Common Stock | 7,839  | I |  | By RAI <u>(10)</u>             |

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 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 of Derivative Security (Instr. 5) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |
| Class B Common Stock                       | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2)                                                      | (2)                                                           | Class A Common Stock                       | 69,458                     |

|                            |     |     |     |                            |        |
|----------------------------|-----|-----|-----|----------------------------|--------|
| Class B<br>Common<br>Stock | (2) | (2) | (2) | Class A<br>Common<br>Stock | 41,827 |
| Class B<br>Common<br>Stock | (2) | (2) | (2) | Class A<br>Common<br>Stock | 9,195  |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                 |                   |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------------------|
|                                                                                                              | Director      | 10% Owner | Officer         | Other             |
| BUTLER JOHN C JR<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, STE. 220<br>MAYFIELD HEIGHTS, OH 44124 | X             |           | President & CEO | Member of a Group |

## Signatures

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

02/15/2019

\_\_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).
- (1) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (2) N/A
- (3) Reporting Person serves as Trustee of the J.C. Butler, Jr. Revocable Trust.
- (4) Cashless Exercise-Award shares that Reporting Person surrendered to Company in order to satisfy his/her tax withholding obligations with respect to his/her Long-Term Incentive Plan Stock Award.
- (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) 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) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (8) Held by Trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (10) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (11) 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 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.