

NACCO INDUSTRIES INC

Form 4

February 10, 2005

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
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(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.
300**

(Street)

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

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

10/22/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
VP-Corp Dev and Treasurer / Member of a
Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/22/2004	10/22/2004	G	V	3,748	A	\$ 0	37,917	I	By Spouse/Trust <u>(1)</u>
Class A Common Stock								1,530	I	By Trust-Child 1 <u>(7)</u>
Class A Common Stock								2,800	I	By IRA <u>(8)</u>
								1,375	I	

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Class A Common Stock										By Trust-Child 2 (7)
Class A Common Stock	12/28/2004	12/28/2004	G	V	480	A	\$ 0	3,442	I	Assoc II (2)
Class A Common Stock	01/26/2005	01/26/2005	G	V	531	A	\$ 0	3,973	I	Assoc II (2)
Class A Common Stock	12/28/2004	12/28/2004	G	V	639	A	\$ 0	4,585	I	By Assoc II/Spouse (3)
Class A Common Stock	01/26/2005	01/26/2005	G	V	709	A	\$ 0	5,294	I	By Assoc II/Spouse (3)
Class A Common Stock	12/28/2004	12/28/2004	G	V	479	A	\$ 0	3,441	I	By Assoc II/Child 1 (4)
Class A Common Stock	01/26/2005	01/26/2005	G	V	532	A	\$ 0	3,973	I	By Assoc II/Child 1 (4)
Class A Common Stock	12/28/2004	12/28/2004	G	V	479	A	\$ 0	2,707	I	By Assoc II/Child 2 (4)
Class A Common Stock	01/26/2005	01/26/2005	G	V	532	A	\$ 0	3,239	I	By Assoc II/Child 2 (4)
Class A Common Stock	02/08/2005	02/08/2005	A(6)		381	A	\$ 0	6,674	I	By Trust (5)

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	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)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

VP-Corp Dev and Treasurer Member of a Group

Signatures

/s/Charles A. Bittenbender, attorney-in-fact for John C.
Butler, Jr.

02/10/2005

____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) Held by Trust, Alfred M. Rankin, Jr., Trustee, for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (3) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.
- (5) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- (6) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (7) 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.
- (8) Held in an Individual Retirement Account for the benefit of the Reporting Person.

Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than 10% of an equity security as a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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