NACCO INDUSTRIES INC

Form 5

February 13, 2008

FORM 5

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

Check this box if no longer subject to Section 16. Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES

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3235-0362

January 31,

5 obligations may continue. *See* Instruction 1(b)

Form 4 or Form

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Filed(Month/Day/Year)

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person ** RANKIN CORBIN			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	NACCO INDUSTRIES INC [NC] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year) 12/31/2007	Director 10% Owner Officer (give titleX Other (specif			
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300				below) below) Member of a group			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			

MAYFIELD HEIGHTS, OHÂ 44124

X Form Filed by One Reporting Person __ Form Filed by More than One Reporting

(check applicable line)

(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 3. Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) 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	08/23/2007	08/23/2007	G	39	A	\$0	2,696	I	By Spouse (RA4) (1)	
Class A Common Stock	08/23/2007	08/23/2007	G	740	D	\$ 0	44,965	I	By Assoc II/Spouse (2)	
Class A Common	08/23/2007	08/23/2007	G	148	A	\$ 0	4,510	I	By Assoc II/Son 1 (3)	

Stock									
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,059	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	52,721	I	By Spouse/Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,246	I	By Trust (Son1) (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Del) (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,843	I	By Assoc II
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By Spouse (GP) (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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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 Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Sect (Inst
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0 (4)	08/23/2007	08/23/2007	G	109	Â	(4)	(4)	Class A Common Stock	109	ţ
Class B Common Stock	\$ 0 (4)	Â	Â	Â	Â	Â	(4)	(4)	Class A Common Stock	92,873	
Class B	\$ 0 (4)	Â	Â	Â	Â	Â	(4)	(4)	Class A	28,581	

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Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Â

Member of a group

RANKIN CORBIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Corbin
Rankin
02/13/2008

**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) RAIV. Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficially ownership of all such shares.
- 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.
- Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the son. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) N/A
- (5) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Thomas T. Rankin. Reporting Person disclaims benefici al ownership of all such shares.
- (6) Held by Trust, Reporting Person's spouse is Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- GP. Represents Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership of all such
- (9) Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership of all such shares.
- (10) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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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