NACCO INDUSTRIES INC

Form 4

November 13, 2008

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RANKIN CLARA L T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	NACCO INDUSTRIES INC [NC] 3. Date of Earliest Transaction	(Check all applicable)			
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300 (Month/Day/Year) 11/10/2008			Director 10% Owner Officer (give titleX_ Other (specify below) Member of a Group				

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MAYFIELD HEIGHTS, OH 44124

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(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)	
Class A Common Stock	11/10/2008	11/10/2008	Code V <u>J(4)</u>	Amount 24,997	(D)	\$ 0 (2)	29,462	I	CTR 2009B GRAT - RAIV (3)
Class A Common Stock	11/10/2008	11/10/2008	J <u>(4)</u>	24,997	A	\$ 0 (2)	9,047	I	CTR Main Trust (1)
Class A Common Stock							78,759	I	CTR - RAIV (5)

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Class A Common Stock	0	I	CTR 2008A GRAT <u>(6)</u>
Class A Common Stock	24,997	I	CTR 2008B GRAT - RAIV (3)
Class A Common Stock	1,214	I	CTR 2009A GRAT <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Transacti Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0 (2)	11/10/2008	11/10/2008	<u>J(4)</u>	69,984		(2)	(2)	Class A Common Stock	69,984 (2)
Class B Common Stock	(2)	11/10/2008	11/10/2008	J <u>(4)</u>		69,984	(2)	<u>(2)</u>	Class A Common Stock	69,984 (2)
Class B Common Stock	\$ 0						(2)	(2)	Class A Common Stock	106,924
Class B Common Stock	\$ 0 (2)						(2)	(2)	Class A Common Stock	220,491
Class B Common Stock	\$ 0 (2)						(2)	(2)	Class A Common Stock	0

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Class B Common Stock	\$ 0 <u>(2)</u>	(2)	(2)	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(2)</u>	(2)	(2)	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(2)</u>	(2)	(2)	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN CLARA L T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a Group

Signatures

/s/Mary D. Maloney, attorney-in-fact

11/13/2008

**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) Reporting Person's son serves as Truste of a Trust for the benefit of the Clara L.T. Rankin.
- (2) N/A
- (3) Represents the proportionate limited partnership interest in shares held by Rankin Assoc 4, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (4) Reporting Person transferred stock from GRAT into her main trust.
- (5) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (6) Represents shares which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (7) Represents the proportionate limited partnership interest in shares held by Rankin Assoc I, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (8) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Clara L.T. Rankin. Reporting Person's Son serves as the Trustee of the Trust.------

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result 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.

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