

RANKIN ELIZABETH B  
Form 5  
February 11, 2009

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
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 \*  
**RANKIN ELIZABETH B**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, SUITE 300**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of a group

**CLEVELAND, OH 44124**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(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 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) | (A) or (D) | 5. Amount or Price | 6. 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            | 11/13/2008                           | ^  | G                              | 323   | A          | \$ 0 482           | D  | ^  |   |
| Class A Common Stock            | 11/13/2008                           | ^  | G                              | 546   | A          | \$ 0 1,742         | I  | By Assoc II <sup>(1)</sup>                               |   |
|                                 | 11/13/2008                           | ^  | G                              | 323   | A          | \$ 0 8,069         | I  |  |   |

Edgar Filing: RANKIN ELIZABETH B - Form 5

|                            |            |   |   |     |   |      |       |   |  |
|----------------------------|------------|---|---|-----|---|------|-------|---|--|
| Class A<br>Common<br>Stock |            |   |   |     |   |      |       |   | By Trust/Spouse<br>(2)                               |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 405   | I | By<br>Spouse/Custodian<br>for Child1/Trust<br>(3)    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 323   | I | By<br>Spouse/Custodian<br>for Child2/Trust<br>(3)    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 694   | I | By<br>Spouse/Custodian<br>for Child1/Assoc<br>II (4) |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 546   | I | By<br>Spouse/Custodian<br>for Child2/AssocII<br>(4)  |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,056 | I | By Assoc<br>II/Spouse (5)                            |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,602 | I | By Assoc<br>II/Spouse (5)                            |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 500   | I | By Spouse (6)  |

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title<br>Amount<br>or                               |  |

Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                   |
|--|---------------|-----------|---------|-------------------|
|  | Director      | 10% Owner | Officer | Other             |
| RANKIN ELIZABETH B<br>NACCO INDUSTRIES, INC.<br>5875 LANDERBROOK DRIVE, SUITE 300<br>CLEVELAND, OH 44124 | ^             | ^         | ^       | Member of a group |

## Signatures

/s/ Charles A. Bittenbender,  
attorney-in-fact

02/11/2009

\_\_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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P .
- (2) Held through a trust of which the Reporting Person's spouse is co-trustee with his father. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Held by a trust for Reporting Person's minor child. Reporting Person's spouse and Reporting Person's spouse's brother, James T. Rankin, serve as co-trustees of the trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Held by Spouse as custodian for minor child. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (5) 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.
- (6) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

^

### Remarks:

As a member of a "group" deemed to own more than 10% of an equity security as a result of

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.