RANKIN THOMAS T

Form 5

February 12, 2009

OMB APPROVAL FORM 5 **OMB**

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions

Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **RANKIN THOMAS T** Symbol NACCO INDUSTRIES INC [NC]

(Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended

> (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify 12/31/2008 below) below)

NACCO INDUSTRIES, INC., Â 5875 LANDERBROOK DRIVE, STE. 300

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Member of a group

MAYFIELD HEIGHTS, OHÂ 44124

(State)

(Zin)

(City)

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

(City)	(State)	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 Amount (D) Price		of	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	06/16/2008	Â	G	100	D	\$0	52,621	I	By Trust (1)
Class A Common Stock	11/13/2008	Â	G	19,689	A	\$ 0	22,385	I	By RA4 (2)
Class A Common	11/13/2008	Â	G	323	A	\$0	3,382	I	By Spouse (5)

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Stock									
Class A Common Stock	11/13/2008	Â	G	323	A	\$ 0	8,069	I	By Trust (Son1) (6)
Class A Common Stock	11/13/2008	Â	G	3,822	D	\$ 0	41,142	I	By Assoc II
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,843	I	By Assoc II/Spouse (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	SEC 2270 (9-02)					

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

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)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
\$ 0 (3)	11/13/2008	Â	G	55,124	Â	(3)	(3)	Class A Common Stock	55,124
\$ 0 (3)	11/13/2008	Â	G	26,731	Â	(3)	(3)	Class A Common Stock	26,731
\$ 0 (3)	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	92,873
\$ 0 (3)	Â	Â	Â	Â	Â	(3)	(3)	Class A Common Stock	19
	Conversion or Exercise Price of Derivative Security \$ 0 (3) \$ 0 (3)	Conversion or Exercise Price of Derivative Security \$ 0 (3)	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) \$ 0 (3) 11/13/2008 Â \$ 0 (3) 11/13/2008 Â \$ 0 (3) Â Â	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) \$ 0 (3) 11/13/2008 Â G \$ 0 (3) 11/13/2008 Â G \$ 0 (3) Â Â Â	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities (Instr. 8) Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired or Disposic (D) (Instr. 3, 4 and 5) (A) \$ 0 (3) 11/13/2008 Â G 55,124 \$ 0 (3) 11/13/2008 Â G 26,731 \$ 0 (3) Â Â Â Â	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ 0 (3) \$ 11/13/2008 \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ 0 (3) \$ 11/13/2008 \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ 0 (3) \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 (3) \$ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Resolution Date, if any or Disposed of Class A Solution Date, if Derivative Security Respiration Date of Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Derivative Security) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (Instr. 3 and Price of Code (Instr. 3, 4, and 5) Respiration Date (In

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

 \hat{A} \hat{A} \hat{A} Member of a group

Relationships

Signatures

/s/ Charles A. Bittenbender, attorney-in-fact 02/12/2009

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

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Remarks.

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â o

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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