**RANKIN CORBIN** 

Form 5

February 12, 2009

#### **OMB APPROVAL** FORM 5 **OMB**

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

January 31, Expires: 2005 Estimated average

Number:

3235-0362

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

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 CORBIN** 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, Member of a group INC., Â 5875 LANDERBROOK DRIVE, STE. 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

#### **MAYFIELD** HEIGHTS, OHÂ 44124

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(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. Securit (A) or Dis (D) (Instr. 3, 4)	sposed	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 Spouse/Trust (1)	
Class A Common Stock	11/13/2008	Â	G	19,689	A	\$ 0	22,385	I	By Spouse (RA4) (2)	
	11/13/2008	Â	G	323	A	\$0	3,382	D	Â	

Class A Common Stock									
Class A Common Stock	11/13/2008	Â	G	323	A	\$0	8,069	I	By Trust (Son1) (3)
Class A Common Stock	11/13/2008	Â	G	3,822	D	\$0	41,142	I	By Assoc II/Spouse (4)
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	4,510	I	By Assoc II/Son 1 (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By Spouse (GP) (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Del) (10)

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 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 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
Class B Common Stock	\$ 0 (5)	11/13/2008	Â	G	55,124	Â	(5)	(5)	Class A Common Stock	55,124
Class B Common Stock	\$ 0 (5)	11/13/2008	Â	G	26,731	Â	(5)	(5)	Class A Common Stock	26,731
	\$ 0 (5)	Â	Â	Â	Â	Â	(5)	(5)		19

#### Edgar Filing: RANKIN CORBIN - Form 5

Class B Class A Common Common Stock Stock Class B Class A Â  $\hat{A}$   $\hat{A}$  (5)  $\hat{A}^{(5)}$ Common  $\$ 0 \frac{(5)}{}$ Common 92,873 Stock Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

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

# **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'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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) N/A
- (6) 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.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- 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.
- 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 shares.
- (10) 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.

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.

Reporting Owners 3