

NACCO INDUSTRIES INC
 Form 5
 February 17, 2009

FORM 5

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 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 ALFRED M ET AL
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO / Group Member

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

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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

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) | 5. Amount (A) or Price (D) | 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 | Â | G | 8,736 D | \$ 0 10,544 | I | AMR - RAI <u>(1)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 1,092 A | \$ 0 7,131 | I | CRW - RAI <u>(2)</u> | |
| | 11/13/2008 | Â | G | 1,092 A | \$ 0 7,131 | I | HRB - RAI <u>(2)</u> | |

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| | | | | | | | | | | |
|----------------------------|------------|---|---|--------|---|------|--------|---|-------------------------------------|--|
| Class A Common Stock | | | | | | | | | | |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 7,677 | I | HRB - RAI <u>(2)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 7,677 | I | CRW - RAI <u>(2)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 78,758 | D | \$ 0 | 0 | I | CTR - RAI <u>(4)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 19,689 | A | \$ 0 | 22,385 | I | AMR - RAI <u>(6)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 9,047 | D | \$ 0 | 0 | I | CTR - Trust <u>(9)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 20,766 | I | VGR - Trust <u>(10)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 38,922 | I | CRW - Trust <u>(11)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 38,922 | I | HRB - Trust <u>(11)</u> | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 323 | I | BTR - Class A Trust | |
| Class A Common Stock | 11/13/2008 | Â | G | 5,460 | D | \$ 0 | 26,595 | I | BTR - RAI <u>(3)</u> | |
| Class A Common Stock | 11/26/2008 | Â | J | 30,000 | A | \$ 0 | 30,000 | I | BTR-2010GRAT - RAI | |
| Class A Common Stock | 11/26/2008 | Â | J | 30,000 | D | \$ 0 | 0 | I | BTR - RAI <u>(3)</u> | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 14,000 | I | AMR - IRA <u>(12)</u> | |
| Class A Common | Â | Â | Â | Â | Â | Â | 1,975 | I | AMR - RMI (Delaware) <u>(13)</u> | |

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| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---------|---|-----------------------------------------|--|
| Stock | | | | | | | | | |
| Class A Common Stock | Â | Â | Â | Â | Â | 134,630 | I | AMR - Trust - A (14) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 26,608 | I | AMR - Trust2 (SR) (15) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 28,000 | I | AMR - Trust3 (Grandchildren) (16) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 2,000 | I | AMR - Trust4 (Charities) (17) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 5,401 | I | AMR 2009A GRAT/RAII (18) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 6 | I | AMR RAIV GP | |
| Class A Common Stock | Â | Â | Â | Â | Â | 30,000 | I | AMR/Trust (Unitrust) (19) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 15,705 | I | BTR - RAIV (20) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 16,224 | I | BTR 2009A GRAT/RAII (21) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 1,214 | I | CTR 2009A GRAT/Trust (22) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 0 | I | CTR 2009B GRAT/RAIV (23) | |
| Class A Common Stock | Â | Â | Â | Â | Â | 2,116 | I | VGR - RAI (24) | |

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)

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| 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 Security (Instr. 3 and 4) | Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|------------------|-------------------------------------------------------------|--------------------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 11/13/2008 | Â | G | Â | 220,496 | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 220,496 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 11/13/2008 | Â | G | 55,124 | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 55,124 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 11/13/2008 | Â | G | Â | 106,924 | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 106,924 |
| Class B Common Stock | Â | 11/13/2008 | Â | G | 26,731 | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 26,731 |
| Class B Common Stock | Â | 11/26/2008 | Â | J | 100,000 | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 100,000 |
| Class B Common Stock | Â | 11/26/2008 | Â | J | Â | 100,000 | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 100,000 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 4,000 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 3,000 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 1,000 |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 4,000 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Class A Common Stock | 11,000 |

| | | | | | | | | | |
|----------------------------|----------|---|---|---|---|---|-------|-------|----------------------------|
| Class B Common Stock | \$ 0 | Â | Â | Â | Â | Â | Â (5) | Â (5) | Class A Common Stock |
| Class B Common Stock | \$ 0 (5) | Â | Â | Â | Â | Â | Â (5) | Â (5) | Class A Common Stock |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (5) | Â (5) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124 | Â X | Â | Â CEO | Group Member |

Signatures

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

02/17/2009

__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 interest in shares held by Rankin Associates II, L.P.
- (2) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) (CTR RAIV) Prepresents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (5) N/A
- (6) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (7) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P. which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person serves as the Trustee of the Trust. Reporting disclaims beneficial ownership of all such shares.
- (8) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (9) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

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- (10) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (13) 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.
- (14) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (15) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (16) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----
- (18) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (19) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.

(BTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (20)
- (21) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a qualified annuity interest trust for the benefit of Bruce Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (22) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person disclaims all such shares.
- (23) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (24) 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.
- (25) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (26) Represents shares which are held in a qualified annuity interest trust for the benefit of Reporting Person.

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 Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (27)
- (28) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. 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% 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.