WILLIAMS CLARA R

Form 5

February 11, 2010

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction 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 WILLIAMS CLARA R Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner Officer (give title __X__ Other (specify 12/31/2009 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** _X_ Form Filed by One Reporting Person HEIGHTS, OHÂ 44124 Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 4. Securities 5. Amount 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or of Securities Ownership Beneficial Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: (Instr. 4) (Month/Day/Year) (Instr 8) (Instr. 3, 4 and 5) Owned at Direct (D)

		(Monul/Day/Tear)	(IIISII. 6)	(A) or		end of Issuer's Fiscal Year (Instr. 3 and 4)	or Indirect (I) (Instr. 4)		
				Amount	(D)	Price	•,		
Class A Common Stock	11/25/2009	Â	G	240	A	\$ 0	39,162	I	By Trust (1)
Class A Common Stock	11/25/2009	Â	G	240	A	\$0	2,097	I	By Spouse (2)
	11/25/2009	Â	G	240	A	\$0	722	I	

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Class A Common Stock									By Custodian for Minor Child 2 (3)
Class A Common Stock	11/25/2009	Â	G	240	A	\$0	2,097	I	By Custodian for Minor Child (3)
Class A Common Stock	11/25/2009	Â	G	821	A	\$ 0	8,498	I	By Assoc II (4)
Class A Common Stock	11/25/2009	Â	G	821	A	\$ 0	5,648	I	By AssocII/Spouse (5)
Class A Common Stock	11/25/2009	Â	G	821	A	\$0	7,912	I	By AssocII/Daughter 2 (6)
Class A Common Stock	11/25/2009	Â	G	821	A	\$ 0	6,537	I	By Assoc II/Daughter (6)
Class A Common Stock	11/25/2009	Â	G	411	A	\$ 0	8,909	I	By Assoc II (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	unt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Se
	Derivative				Securities			(Instr	. 3 and 4)		В
	Security				Acquired						O
	-				(A) or						Eı
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

WILLIAMS CLARA R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124

Â Member of a group

Signatures

/s/ Suzanne S. Taylor, attorney-in-fact

02/11/2010

Â

**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) Held through a trust of which the Reporting Person is co-trustee with her father.
- (2) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Held by Reporting Person as custodian for minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.
- (5) 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.
- (6) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. 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 context. 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.

Signatures 3