RANKIN ELIZABETH B

Form 5

February 11, 2010

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION 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 OWNERSHIP OF SECURITIES 5 obligations response... 1.0 may continue.

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad RANKIN EL	•	_	2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
NACCO IND INC., 5875 DRIVE, SUI	LANDERB			Director 10% Owner Officer (give titleX Other (specify below) Member of a group		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

CLEVELAND, 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. Securi Acquired Disposed (Instr. 3,	l (A) of (E) 4 and (A) or))	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	05/04/2009	Â	G(2)	200	A	\$0	8,269	I	By Trust/Spouse	
Class A Common Stock	11/25/2009	Â	G	240	A	\$0	8,509	I	By Trust/Spouse	
	11/25/2009	Â	G	240	A	\$0	722	D	Â	

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Common Stock									
Class A Common Stock	11/25/2009	Â	G	240	A	\$0	645	I	By Spouse/Custodian for Child1/Trust (3)
Class A Common Stock	11/25/2009	Â	G	240	A	\$0	563	I	By Spouse/Custodian for Child2/Trust
Class A Common Stock	11/25/2009	Â	G	316	A	\$0	2,058	I	By Assoc II (4)
Class A Common Stock	11/25/2009	Â	G	316	A	\$0	5,918	I	By Assoc II/Spouse (5)
Class A Common Stock	11/25/2009	Â	G	316	A	\$0	1,010	I	By Spouse/Custodian for Child1/Assoc II (6)
Class A Common Stock	11/25/2009	Â	G	316	A	\$0	862	I	By Spouse/Custodian for Child2/AssocII
Class A Common Stock	11/25/2009	Â	G	411	A	\$0	6,329	I	By Assoc II/Spouse (5)
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By Spouse (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Class A

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Se
	Derivative				Securities	3	(Instr. 3 and 4)		В
	Security				Acquired				О
					(A) or				Eı
					Disposed				Is
					of (D)				Fi
					(Instr. 3,				(I

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4, and 5)

				Amount
	Date Exercisable	Expiration Date	Title	or Number of
(A) (D)				Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN ELIZABETH B NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, SUITE 300 CLEVELAND, OHÂ 44124

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

Signatures

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

02/11/2010

**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's spouse is co-trustee with his father. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Shares of Class A Common Stock distributed from the Clara T Rankin 20 Year Unitrust per the terms of the trust agreement.
- (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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (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) 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.
- (7) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

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

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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