RANKIN CLARA L T

Form 5

Common

Stock

Stock

Class A

Common

Class A

Common

February 11, 2010

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 RANKIN CLARA L T 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 __X__ Other (specify Officer (give title 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 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 6. Ownership 7. Nature of 4. Securities Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Class A **CTR**

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09/19/2009

09/19/2009

11/23/2009

J(3)

J(3)

J(5)

1,214

1,214

7,000

\$0

\$0

\$0

D

Α

0

1,214

8,214

Ι

I

2009A

GRAT (2)

CTR Main

CTR Main

Trust (1)

Trust (1)

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Stock									
Class A Common Stock	11/25/2009	Â	G	7,920	D	\$ 0	294	I	CTR Main Trust (1)
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR - RAIV <u>(6)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR 2008A GRAT (2)
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR 2009B GRAT - RAIV (7)
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)

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

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 (4)	09/19/2009	Â	J <u>(3)</u>	Â	7,000	(4)	(4)	Class A Common Stock	7,000
Class B Common Stock	\$ 0 (4)	09/19/2009	Â	J <u>(3)</u>	7,000	Â	(4)	(4)	Class A Common Stock	7,000
Class B Common Stock	\$ 0 (4)	11/23/2009	Â	J <u>(5)</u>	Â	7,000	(4)	(4)	Class A Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

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

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Member of a Group

Signatures

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

02/11/2010

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**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 son serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin.
- (2) Represents shares which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (3) Reporting Person transferred stock from GRAT into her main trust.
- (4) N/A
- (5) Reporting Person exchanged shares of Class B Common stock for like amount of Class ACommon stock with another member of the Class B group.
- (6) RA4. Represents the 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 Assoc 4, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.

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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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