

RANKIN CLAIBORNE R

Form 4/A

January 20, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN CLAIBORNE R

(Last) (First) (Middle)

5875 LANDERBROOK
DRIVE, SUITE 300

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NACCO INDUSTRIES INC [NC]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2004

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

11/15/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

NMHG Dir and Group Member

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Class A Common Stock ⁽¹⁾	10/25/2004	10/25/2004	G		18,581	A	<u>(2)</u> 26,789
Class A Common Stock						I	By Assoc ⁽³⁾
						I	By Assoc II/Daughter1 ⁽⁴⁾
						I	By Assoc II/Daughter2 ⁽⁵⁾
						I	By Assoc II/Son ⁽⁶⁾

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Stock										
Class A Common Stock							1,779	I	By Assoc II/Spouse <u>(7)</u>	
Class A Common Stock							4,850	I	By Custodian For Child <u>(8)</u>	
Class A Common Stock							2,000	I	By RMI (Delaware) <u>(9)</u>	
Class A Common Stock							9,295	I	By Spouse/Trust <u>(10)</u>	
Class A Common Stock <u>(1)</u>	11/12/2004	11/12/2004	S	1,000	D	\$ 102.7	38,523	I	By Trust <u>(11)</u>	
Class A Common Stock							10,124	I	By Trust (Daughter1) <u>(12)</u>	
Class A Common Stock							7,790	I	By Trust (Son) <u>(13)</u>	

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

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SEC 1474
(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)		8. Price of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price
Class B Common	(2)	10/25/2004	10/25/2004	G		3,934		(2)	(2)	Class A Common	3,934 (2)	(2)

Stock ⁽¹⁾

Class B

Common ⁽²⁾

Stock

Stock

Class A

Common ⁽²⁾

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN CLAIBORNE R 5875 LANDERBROOK DRIVE SUITE 300 MAYFIELD HEIGHTS, OH 44124				NMHG Dir and Group Member

Signatures

Charles A.

Bittenbender/Attorney-in-fact

01/20/2005

 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) As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.
- (2) N/A
- (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (4) Represents the Reporting Person's daughter'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 daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person is custodian for the Daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (6) 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 is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (7) 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.
- (8) Held by Reporting Person as custodian for Daughter. Reporting Person disclaims beneficial ownership of all such shares.-----
- (9) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (10) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (12) Held by Trust, Reporting Person is Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Held by Trust, Reporting Person is Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.

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(14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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