

RANKIN CLARA L T
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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 CLARA L T

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Member of a Group

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Class A Common Stock | 09/19/2008 | Â | J ⁽³⁾ | 1,286 A \$ 0 | 9,047 | I | CTR Main Trust ⁽¹⁾ |
| Class A Common Stock | 09/19/2008 | Â | J ⁽³⁾ | 1,286 D \$ 0 | 1,214 | I | CTR 2009A GRAT ⁽²⁾ |
| Class A Common | 09/19/2008 | Â | J ⁽³⁾ | 29,462 A \$ 0 | 53,761 | I | CTR - RAIV ⁽⁴⁾ |

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Stock

| | | | | | | | | | |
|----------------------------|------------|---|------------------|--------|---|------|--------|---|---|
| Class A Common Stock | 09/19/2008 | Â | J ⁽³⁾ | 29,462 | D | \$ 0 | 24,997 | I | CTR 2009B GRAT - RAIV ⁽⁵⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 9,047 | D | \$ 0 | 0 | I | CTR Main Trust ⁽¹⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 78,758 | D | \$ 0 | 0 | I | CTR - RAIV ⁽⁴⁾ |

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

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SEC 2270
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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 Underlying Security (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|---|---------|--|--------------------|--|-----|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | 09/19/2008 | Â | J ⁽³⁾ | 82,483 | Â | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 82 |
| Class B Common Stock | Â | 09/19/2008 | Â | J ⁽³⁾ | Â | 82,483 | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 82 |
| Class B Common Stock | \$ 0 | 11/13/2008 | Â | G | Â | 106,924 | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 106 |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | 11/13/2008 | Â | G | Â | 220,496 | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 220 |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | Â | Â | Â | Â | Â | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Class A Common Stock | 7, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN CLARA L T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124 | ^ | ^ | ^ | Member of a Group |

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) 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 intesest trust for the benefit of Clara LT Rankin.
- (3) Represents GRAT Exchange from Reporting Person's GRAT into her main trust.
- (4) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (5) 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.
- (6) N/A
- (7) Represents the proportionate limited partnership interest in shares held by Rankin Assoc I, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.

^

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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