

NACCO INDUSTRIES INC
 Form 5
 February 17, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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 ALFRED M ET AL
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO / Group Member

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

CLEVELAND, OH 44124
 (City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	1,286 D \$ 0	1,214	I	CTR 2009A GRAT/Trust ⁽¹⁾
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	1,286 A \$ 0	9,047	I	CTR - Trust ⁽²⁾
	09/19/2008	Â	J ⁽³⁾	29,462 A \$ 0	53,761	I	CTR - RAIV ⁽⁴⁾

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Class A Common 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	09/19/2008	Â	J ⁽³⁾	5,096	D	\$ 0	5,401	I	AMR 2009A GRAT/RAII ⁽⁸⁾	
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	5,096	A	\$ 0	19,283	I	AMR - RAI ⁽⁹⁾	
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	15,255	A	\$ 0	47,310	I	BTR - RAI ⁽¹²⁾	
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	15,255	D	\$ 0	16,224	I	BTR 2009A GRAT/RAII ⁽¹³⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	14,000	I	AMR - IRA ⁽¹⁴⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,690	I	AMR - RAIV ⁽¹⁵⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	AMR - RMI (Delaware) ⁽¹⁶⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	134,630	I	AMR - Trust - A ⁽¹⁰⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	26,608	I	AMR - Trust2 (SR) ⁽¹⁷⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	28,000	I	AMR - Trust3 (Grandchildren) ⁽¹⁸⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	AMR - Trust4 (Charities) ⁽¹⁹⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	AMR RAIV GP	
Class A Common	Â	Â	Â	Â	Â	Â	30,000	I	AMR/Trust (Unitrust) ⁽²⁰⁾	

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Stock										
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,705	I		BTR - RAIIV <u>(21)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I		BTR-2010GRAT - RAI
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I		BTR - Class A Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	6,040	I		CRW - RAI <u>(22)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	38,599	I		CRW - Trust <u>(23)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	6,040	I		HRB - RAI <u>(22)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	38,599	I		HRB - Trust <u>(23)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I		VGR - RAI <u>(24)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	20,443	I		VGR - Trust <u>(25)</u>

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

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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 of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common	\$ 0	09/19/2008	Â	J ⁽³⁾	Â	82,483	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common	82,4

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Stock									Stock	
Class B Common Stock	\$ 0 ⁽⁶⁾	09/19/2008	Â	J ⁽³⁾	82,483	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	82,4
Class B Common Stock	Â	09/19/2008	Â	J ⁽³⁾	33,182	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	33,1
Class B Common Stock	\$ 0 ⁽⁶⁾	09/19/2008	Â	J ⁽³⁾	Â	33,182	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	33,1
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	93,3
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	7,5
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	33,1
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	0
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	19
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	43,9
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	113,
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	106,
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	7,0
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124	X	X	CEO	Group Member

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) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person disclaims all such shares.
 - (2) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (3) Transfer of shares between Main Trust and GRAT.
 - (4) (CTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (5) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (6) N/A
 - (7) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (8) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
 - (9) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
 - (10) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
 - (11) Represents shares which are held in a qualified annuity interest trust for the benefit of Reporting Person.
 - (12) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (13) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a qualified annuity interest trust for the benefit of Bruce Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (14) Held in an Individual Retirement Account for the benefit of the Reporting Person.
 - (15) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
 - (16) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
 - (17) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

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- (18) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (19) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----
- (20) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (21) (BTR RAIIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (22) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate 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.
- (23) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (24) 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.
- (25) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (26) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (27) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (28) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (29) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P. which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person serves as the Trustee of the Trust. 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% of

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.