

NACCO INDUSTRIES INC  
Form 4  
February 02, 2010

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANKIN ALFRED M ET AL

(Last) (First) (Middle)

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

(Street)

CLEVELAND, 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)  
05/04/2009

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)  
CEO / Group Member

6. Individual or Joint/Group Filing(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 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)	Price		
Class A Common Stock	04/10/2009		J <sup>(2)</sup>	V 4,800 D	\$ 0 23,200	I	AMR - Trust3 (Grandchildren) <sup>(1)</sup>
Class A Common Stock	05/04/2009		J <sup>(4)</sup>	V 2,000 D	\$ 0 0	I	AMR - Trust4 (Charities) <sup>(3)</sup>
Class A Common Stock	05/04/2009		J <sup>(4)</sup>	400 A	\$ 0 27,008	I	AMR - Trust2 (SR) <sup>(5)</sup>
Class A Common Stock	09/19/2009		J <sup>(8)</sup>	V 1,214 D	\$ 0 0	I	CTR 2009A

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Common Stock									GRAT/Trust <sup>(6)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	1,214	A	\$ 0	1,214	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	16,224	D	\$ 0	0	I	BTR 2009A GRAT/RAII <sup>(10)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	16,224	A	\$ 0	28,073	I	BTR - RAI <sup>(11)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	5,401	D	\$ 0	0	I	AMR 2009A GRAT/RAII <sup>(12)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	5,401	A	\$ 0	15,945	I	AMR - RAI <sup>(13)</sup>
Class A Common Stock	11/23/2009	<u>J<sup>(17)</sup></u>	V	7,000	A	\$ 0	8,214	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	11/25/2009	G	V	4,110	D	\$ 0	23,963	I	BTR - RAI <sup>(11)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	563	I	BTR - Class A Trust
Class A Common Stock	11/25/2009	G	V	7,920	D	\$ 0	294	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	11/25/2009	G	V	6,568	D	\$ 0	9,377	I	AMR - RAI <sup>(13)</sup>
Class A Common Stock	11/25/2009	G	V	821	A	\$ 0	8,498	I	HRB - RAI <sup>(18)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	127,870	I	AMR - Trust - A <sup>(16)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	21,006	I	VGR - Trust <sup>(19)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	39,162	I	HRB - Trust <sup>(20)</sup>

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Class A Common Stock	11/25/2009		G V 411	A	\$ 0	8,909	I	HRB - RAI <u>(18)</u>
Class A Common Stock	11/26/2009		J <sup>(23)</sup> V 7,042	D	\$ 0	22,958	I	BTR-2010GRAT - RAI
Class A Common Stock	11/26/2009		J <sup>(23)</sup> V 7,042	A	\$ 0	31,005	I	BTR - RAI <u>(11)</u>
Class A Common Stock	01/29/2010		A <sup>(24)</sup>		\$ 0	152,070	I	AMR - Trust - A <u>(16)</u>
Class A Common Stock						14,000	I	AMR - IRA <u>(25)</u>
Class A Common Stock						22,385	I	AMR - RAI V <u>(26)</u>
Class A Common Stock						1,975	I	AMR - RMI (Delaware) <u>(27)</u>
Class A Common Stock						6	I	AMR RAI V GP
Class A Common Stock						30,000	I	AMR/Trust (Unitrust) <u>(28)</u>
Class A Common Stock						15,705	I	BTR - RAI V <u>(29)</u>
Class A Common Stock						2,116	I	VGR - RAI <u>(30)</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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
				Code	V				
Class B Common Stock	\$ 0 <u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	\$ 0 <u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	12,870	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	12,870
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	12,870	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	12,870
Class B Common Stock	<u>(9)</u>	11/23/2009	J <sup>(17)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	11/23/2009	J <sup>(17)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(9)</u>	11/25/2009	J <sup>(22)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	11/25/2009	J <sup>(22)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	11/26/2009	J <sup>(8)</sup>	V	23,387	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	23,387
Class B Common Stock	<u>(9)</u>	11/26/2009	J <sup>(8)</sup>	V	23,387	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	23,387
Class B Common Stock	\$ 0 <u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	62,671

Class B Common Stock	(9)	(9)	(9)	Class A Common Stock	19
Class B Common Stock	\$ 0 (9)	(9)	(9)	Class A Common Stock	43,969
Class B Common Stock	\$ 0 (9)	(9)	(9)	Class A Common Stock	113,19

## 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		CEO	Group Member

## Signatures

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

02/02/2010

\*\*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) 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.
- (2) Shares transferred from the Clara T. Rankin Irrevocable Trust f/b Grandchildren u/a/d 12/28/76 of which Reporting Person is Trustee, into the recipient's personal account. Recipient became entitled to the outright distribution of the principal of the trust when he/she turned 30 years old.
- (3) 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.-----
- (4) Shares of Class A Common Stock distributed from the Clara T Rankin 20 Year Unitrust per the terms of the trust agreement.
- (5) 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.
- (6) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person disclaims all such shares.
- (7) 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.
- (8) Shares transferred out of GRAT into Main Trust per the terms of the GRAT.
- (9) N/A
- (10) 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.

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- (11) 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.
- (12) 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.
- (13) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (14) 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.
- (15) Represents shares which are held in a qualified annuity interest trust for the benefit of Reporting Person.
- (16) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (17) Reporting Person exchanged shares of Class A Common Stock for like amount of Class B Common Stock with another member of the group.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (22) Transfer of shares into GRAT.
- (23) Reporting Person transferred shares of Class A Common Stock between main trust and GRAT.
- (24) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (25) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (26) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (27) 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.
- (28) 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.
- (29) (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.
- (30) 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.
- (31) 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.

### Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

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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