

RANKIN VICTOIRE G

Form 4

February 14, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

(Last) (First) (Middle)

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

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
NACCO INDUSTRIES INC [NC]

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

02/12/2008

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 ____X____ Other (specify
below) below)

Member of a Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MAYFIELD HEIGHTS, OH

(City) (State) (Zip)

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	02/12/2008		A ⁽¹²⁾		9,185	A	\$ 0
					144,630	I	
Class A Common Stock					1,975	I	
							By Spouse/Trust ⁽⁵⁾
Class A Common Stock					20,443	I	
							By Spouse/RMI (Delaware) ⁽⁴⁾
Class A Common Stock					30,000	I	
							By Trust ⁽¹¹⁾
Class A							By Spouse/Trust

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Common Stock			(Unitrust) <u>(6)</u>
Class A Common Stock	38,599	I	By Spouse/Trust/Daughter 1 <u>(10)</u>
Class A Common Stock	6,038	I	By Assoc II/Daughter 1 <u>(2)</u>
Class A Common Stock	2,000	I	By Spouse/Trust 4 (Charities) <u>(9)</u>
Class A Common Stock	2,116	I	By Assoc II <u>(1)</u>
Class A Common Stock	38,517	I	By Spouse/Trust/Daughter 2 <u>(10)</u>
Class A Common Stock	26,608	I	By Spouse/Trust 2 (Sr.) <u>(7)</u>
Class A Common Stock	14,000	I	By Spouse/IRA <u>(3)</u>
Class A Common Stock	28,000	I	By Spouse/Trust 3 (GC) <u>(8)</u>
Class A Common Stock	6,038	I	By Assoc II/Daughter 2 <u>(2)</u>
Class A Common Stock	0	I	By Spouse/Trust7 (Self Decl 2) <u>(13)</u>
Class A Common Stock	6	I	By Spouse (GP) <u>(15)</u>
Class A Common Stock	15,704	I	By Spouse (BTR RA4) <u>(16)</u>
Class A Common Stock	2,696	I	By Spouse (RA4) <u>(14)</u>
Class A Common Stock	91,479	I	By Trust (Assoc II-BTR) GRAT <u>(18)</u>

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Class A Common Stock	133,411	I	By RA4 (CLT) GRAT (17)
Class A Common Stock	12,500	I	By Trust (CLT) GRAT (19)
Class A Common Stock	10,497	I	By Spouse RAIL GRAT

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.

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(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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN VICTOIRE G
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH

Member of a Group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Victoire G.
Rankin

02/14/2008

**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 the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (2) 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's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.
- (5) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Reporting Person's spouse 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.
- (7) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person's spouse 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.
- (9) Reporting Person's spouse 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.
- (10) Reporting Person's spouse serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
- (12) Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (13) Reporting Person's spouse serves as the Trustee of the Alfred M. Rankin, Jr., Self-Declaration II Irrevocable Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (15) Represents Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by a Trust for the benefit of the Reporting Person's spouse, as general partner.
- (16) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (17) Represents the proportionate limited partnership interest in RA4 shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (18) Represents the proportionate limited partnership interest in RAII shares, which is held in a qualified annuity interest trust for the benefit of Bruce T. Rankin.
- (19) Represents shares which are 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 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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