

NACCO INDUSTRIES INC

Form 5

February 14, 2008

**FORM 5****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).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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. 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)  
12/31/20075. 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

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 02/23/2007                              | 02/23/2007                                                  | G                                    | 1,804 D \$ 0 425                                                           |                                                                                                                    | I                                                                       | By Trust<br>(CLTR) <sup>(1)</sup>                              |
| Class A<br>Common<br>Stock            | 02/23/2007                              | 02/23/2007                                                  | G                                    | 82 A \$ 0 20,443                                                           |                                                                                                                    | I                                                                       | By Spouse/Trust<br><sup>(2)</sup>                              |
|                                       | 02/23/2007                              | 02/23/2007                                                  | G                                    | 82 A \$ 0 38,599                                                           |                                                                                                                    | I                                                                       |                                                                |

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|                            |            |            |                    |       |   |      |         |   |                                                  |
|----------------------------|------------|------------|--------------------|-------|---|------|---------|---|--------------------------------------------------|
| Class A<br>Common<br>Stock |            |            |                    |       |   |      |         |   | By<br>Trust/Daughter<br>1 <sup>(3)</sup>         |
| Class A<br>Common<br>Stock | 02/23/2007 | 02/23/2007 | G                  | 256   | A | \$ 0 | 5,910   | I | By Assoc<br>II/Daughter 1 <sup>(4)</sup>         |
| Class A<br>Common<br>Stock | 02/23/2007 | 02/23/2007 | G                  | 256   | A | \$ 0 | 5,910   | I | By Assoc<br>II/Daughter 2 <sup>(4)</sup>         |
| Class A<br>Common<br>Stock | 02/23/2007 | 02/23/2007 | G                  | 4,180 | D | \$ 0 | 4,684   | I | By Assoc II <sup>(5)</sup>                       |
| Class A<br>Common<br>Stock | 02/23/2007 | 02/23/2007 | G                  | 128   | A | \$ 0 | 6,038   | I | By Assoc<br>II/Daughter 1 <sup>(4)</sup>         |
| Class A<br>Common<br>Stock | 02/23/2007 | 02/23/2007 | G                  | 128   | A | \$ 0 | 6,038   | I | By Assoc<br>II/Daughter 2 <sup>(4)</sup>         |
| Class A<br>Common<br>Stock | 02/26/2007 | 02/26/2007 | G                  | 82    | D | \$ 0 | 343     | I | By Trust<br>(CLTR) <sup>(1)</sup>                |
| Class A<br>Common<br>Stock | 02/27/2007 | 02/27/2007 | G                  | 82    | D | \$ 0 | 261     | I | By Trust<br>(CLTR) <sup>(1)</sup>                |
| Class A<br>Common<br>Stock | 08/23/2007 | 08/23/2007 | G                  | 39    | A | \$ 0 | 2,696   | I | By RA4 <sup>(6)</sup>                            |
| Class A<br>Common<br>Stock | 08/23/2007 | 08/23/2007 | G                  | 39    | A | \$ 0 | 15,704  | I | By RA4 (BTR)<br><sup>(7)</sup>                   |
| Class A<br>Common<br>Stock | 02/12/2008 | Â          | A4 <sup>(12)</sup> | 9,185 | A | \$ 0 | 144,630 | I | By Trust (AMR)<br><sup>(11)</sup>                |
| Class A<br>Common<br>Stock | Â          | Â          | Â                  | Â     | Â | Â    | 28,000  | I | By Trust 3<br>(Grandchildren)<br><sup>(13)</sup> |
| Class A<br>Common<br>Stock | Â          | Â          | Â                  | Â     | Â | Â    | 38,599  | I | By<br>Trust/Daughter<br>2 <sup>(3)</sup>         |
| Class A<br>Common<br>Stock | Â          | Â          | Â                  | Â     | Â | Â    | 2,000   | I | By Trust 4<br>(Charities) <sup>(14)</sup>        |
| Class A<br>Common          | Â          | Â          | Â                  | Â     | Â | Â    | 26,608  | I | By Trust 2 (SR)<br><sup>(15)</sup>               |

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|                            |   |   |   |   |   |   |        |   |                                                     |
|----------------------------|---|---|---|---|---|---|--------|---|-----------------------------------------------------|
| Stock                      |   |   |   |   |   |   |        |   |                                                     |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 30,000 | I | By Trust<br>(Unitrust) <sup>(16)</sup>              |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 14,000 | I | By IRA <sup>(17)</sup>                              |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 1,975  | I | By RMI<br>(Delaware) <sup>(18)</sup>                |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 2,116  | I | By Assoc<br>II/Spouse <sup>(19)</sup>               |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 6      | I | By GP <sup>(20)</sup>                               |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 28,521 | I | By Trust<br>(AssocII-BTR)<br>GRAT08 <sup>(21)</sup> |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 4,678  | I | By Trust<br>CTR/GRAT08<br><sup>(9)</sup>            |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 24,056 | I | By Trust CTR<br>(RA4) GRAT08                        |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 30,497 | I | By Assoc<br>II/GRAT 1                               |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 2,500  | I | By Trust<br>CTR/GRAT09                              |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 31,479 | I | By Trust<br>(AssocII-BTR)<br>GRAT09                 |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 54,459 | I | By Trust CTR<br>(RA4) GRAT09                        |

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.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                   | Date<br>Exercisable<br>Expiration<br>Date                      | Title Amount o<br>Number o<br>Shares                                |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(8)</sup>                                                   | 09/19/2007                              | 09/19/2007                                                  | J4 <sup>(10)</sup>                      | 7,000                                                                                                     | Â Â <sup>(8)</sup> Â <sup>(8)</sup>                            | Class A<br>Common<br>Stock 7,000                                    |
| Class B<br>Common<br>Stock                          | \$ 0                                                                  | 09/19/2007                              | 09/19/2007                                                  | J4 <sup>(10)</sup>                      | 152,467                                                                                                   | Â Â <sup>(8)</sup> Â <sup>(8)</sup>                            | Class A<br>Common<br>Stock 152,467                                  |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(8)</sup>                                                   | 09/19/2007                              | 09/19/2007                                                  | J4 <sup>(10)</sup>                      | 33,141                                                                                                    | Â Â <sup>(8)</sup> Â <sup>(8)</sup>                            | Class A<br>Common<br>Stock 33,141                                   |

## Reporting Owners

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

## Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Alfred M.  
Rankin, Jr.

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) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.

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- (6) Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.  
(BTR 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 Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (7)
- (8) N/A
- (9) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (10) Transfer
- (11) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (12) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (13) 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.
- (14) 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.-----
- (15) 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.
- (16) 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.
- (17) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (18) 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.
- (19) 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.
- (20) (GP) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (21) Represents the proportionate limited partnership interest in Rankin Associates II, which is held in a qualified annuity interest trust for the benefit of Bruce T. Rankin.

Â

### 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.

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