

NACCO INDUSTRIES INC

Form 4

March 27, 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

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(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)

03/25/2008

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 ☒ Other (specify
below) 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾		4,678	D	\$ 0	0	I	CTR 2008A GRAT/Trust ⁽¹⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾		4,678	A	\$ 0	7,761	I	CTR - Trust ⁽²⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾		106,924	A	\$ 0	114,685	I	CTR - Trust ⁽²⁾
Class A	03/25/2008	03/25/2008	J ⁽³⁾		24,056	D	\$ 0	0	I	CTR 2008B

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Common Stock									GRAT/RAIV
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	24,056	A	\$ 0	138,741	I	CTR - Trust ⁽²⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	67,350	A	\$ 0	206,091	I	CTR - Trust ⁽²⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	9,503	A	\$ 0	144,948	I	AMR - Trust - A ⁽⁷⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	9,503	D	\$ 0	0	I	AMR 2008A GRAT/RAII ⁽⁸⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	28,521	D	\$ 0	0	I	BTR 2008 GRAT/RAII ⁽⁹⁾
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	28,521	A	\$ 0	28,521	I	BTR - Trust - A
Class A Common Stock							38,599	I	CRW - Trust ⁽¹⁰⁾
Class A Common Stock							38,599	I	HRB - Trust ⁽¹⁰⁾
Class A Common Stock							30,000	I	AMR/Trust (Unitrust) ⁽¹¹⁾
Class A Common Stock							4,684	I	AMR - RAI ⁽¹²⁾
Class A Common Stock							14,000	I	AMR - IRA ⁽¹³⁾
Class A Common Stock							6,040	I	CRW - RAI ⁽¹⁴⁾
Class A Common Stock							3,534	I	BTR - RAI ⁽¹⁵⁾
Class A Common Stock							20,443	I	VGR - Trust ⁽¹⁶⁾

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Class A Common Stock	6,040	I	HRB - RAIH (14)
Class A Common Stock	2,115	I	VGR - RAIH (17)
Class A Common Stock	15,705	I	BTR - RAIH (18)
Class A Common Stock	2,702	I	AMR - RAIH (19)
Class A Common Stock	243	I	CTR - RAIH (20)
Class A Common Stock	2,500	I	CTR 2009A GRAT/Trust
Class A Common Stock	31,479	I	BTR 2009 GRAT/RAIH
Class A Common Stock	54,459	I	CTR 2009B GRAT/RAIH
Class A Common Stock	10,497	I	AMR 2009A GRAT/RAIH

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

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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)
	\$ 0 (4)	03/25/2008	03/25/2008	Code V J(3)	(A) (D) 106,924	Date Exercisable (4) Expiration Date (4)	Title Amount Number Shares 106,92

Class B Common Stock									Class A Common Stock	
Class B Common Stock	\$ 0 ⁽⁴⁾	03/25/2008	03/25/2008	J ⁽³⁾		67,350	⁽⁴⁾	⁽⁴⁾	Class A Common Stock	67,350
Class B Common Stock	⁽⁴⁾	03/25/2008	03/25/2008	J ⁽³⁾	93,366		⁽⁴⁾	⁽⁴⁾	Class A Common Stock	93,366
Class B Common Stock	\$ 0 ⁽⁴⁾	03/25/2008	03/25/2008	J ⁽³⁾		93,366	⁽⁴⁾	⁽⁴⁾	Class A Common Stock	93,366
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	113,190
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	33,140
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	7,560
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	680
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	43,960
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	7,000
Class B Common Stock	\$ 0 ⁽⁴⁾						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	46,050
Class B Common Stock	\$ 0						⁽⁴⁾	⁽⁴⁾	Class A Common Stock	152,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC.	X		CEO	Group Member

5875 LANDERBROOK DRIVE, STE. 300
CLEVELAND, OH 44124

Signatures

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

03/27/2008

__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 shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
 - (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
 - (4) N/A
 - (5) Represents the proportionate limited partnership interest in Rankin Assoc I shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
 - (6) 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.
 - (7) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
 - (8) (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.
 - (9) 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.
 - (10) 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.
 - (11) 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.
 - (12) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
 - (13) Held in an Individual Retirement Account for the benefit of the Reporting Person.
 - (14) 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.
 - (15) 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.
 - (16) 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.
 - (17) 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.
 - (18) (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.
 - (19) Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
 - (20) (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

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ownership of all such shares.

- (21) 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.
- (22) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.

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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