

NACCO INDUSTRIES INC

Form 4

November 13, 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 CLARA L T

(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)

11/10/2008

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

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	11/10/2008	11/10/2008	J ⁽⁴⁾		24,997	D	\$ 0 ⁽²⁾	29,462	I	CTR 2009B GRAT - RAIV ⁽³⁾
Class A Common Stock	11/10/2008	11/10/2008	J ⁽⁴⁾		24,997	A	\$ 0 ⁽²⁾	9,047	I	CTR Main Trust ⁽¹⁾
Class A Common Stock								78,759	I	CTR - RAIV ⁽⁵⁾

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Class A Common Stock	0	I	CTR 2008A GRAT ⁽⁶⁾
Class A Common Stock	24,997	I	CTR 2008B GRAT - RAIV ⁽³⁾
Class A Common Stock	1,214	I	CTR 2009A GRAT ⁽⁶⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0 ⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾		69,984		⁽²⁾	⁽²⁾	Class A Common Stock	69,984 ⁽²⁾
Class B Common Stock	⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾		69,984		⁽²⁾	⁽²⁾	Class A Common Stock	69,984 ⁽²⁾
Class B Common Stock	\$ 0							⁽²⁾	⁽²⁾	Class A Common Stock	106,924
Class B Common Stock	\$ 0 ⁽²⁾							⁽²⁾	⁽²⁾	Class A Common Stock	220,497
Class B Common Stock	\$ 0 ⁽²⁾							⁽²⁾	⁽²⁾	Class A Common Stock	0

Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN CLARA L T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124				Member of a Group

Signatures

/s/Mary D. Maloney,
attorney-in-fact

11/13/2008

__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's son serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin .
- (2) N/A
- (3) Represents the proportionate limited partnership interest in shares held by Rankin Assoc 4, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (4) Reporting Person transferred stock from GRAT into her main trust.
- (5) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (6) Represents shares which is held in a qualified annuity intesest trust for the benefit of Clara LT Rankin.
- (7) Represents the proportionate limited partnership interest in shares held by Rankin Assoc I, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (8) 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 Clara L.T. Rankin. Reporting Person's Son serves as the Trustee of the Trust.-----

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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