RANKIN VICTOIRE G
Form 5
February 17, 2009

FORM 5

OMB APPROVAL

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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

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

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS,Â OHÂ

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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 below)
__X__ Other (specify below)
Member of a Group

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	11/13/2008	Â	G	8,736	D	$ 0	10,544	I	AMR - RAII
Class A Common Stock	11/13/2008	Â	G	1,092	A	$ 0	7,131	I	CRW - RAII (1)
	11/13/2008	Â	G	1,092	A	$ 0	7,131	I	HRB - RAII (1)

Class A Common Stock									
Class A Common Stock	11/13/2008	Â	G	546	A	$ 0	7,677	I	HRB - RAII (1)
Class A Common Stock	11/13/2008	Â	G	546	A	$ 0	7,677	I	CRW - RAII (1)
Class A Common Stock	11/13/2008	Â	G	78,758	D	$ 0	0	I	CTR - RAIV (A)
Class A Common Stock	11/13/2008	Â	G	19,689	A	$ 0	22,385	I	AMR - RAIV (2)
Class A Common Stock	11/13/2008	Â	G	9,047	D	$ 0	0	I	CTR - Trust (A)
Class A Common Stock	11/13/2008	Â	G	323	A	$ 0	20,766	I	VGR - Trust (3)
Class A Common Stock	11/13/2008	Â	G	323	A	$ 0	38,922	I	CRW - Trust (4)
Class A Common Stock	11/13/2008	Â	G	323	A	$ 0	38,922	I	HRB - Trust (4)
Class A Common Stock	11/13/2008	Â	G	5,460	D	$ 0	26,595	I	BTR - RAII
Class A Common Stock	11/13/2008	Â	G	323	A	$ 0	323	I	BTR-Class A Trust
Class A Common Stock	11/26/2008	Â	J(11)	30,000	A	$ 0	30,000	I	BTR-2010GRAT-RAII
Class A Common Stock	11/26/2008	Â	J(11)	30,000	D	$ 0	0	I	BTR - RAII
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,000	I	AMR - (Unitrust) (12)
Class A Common	Â	Â	Â	Â	Â	Â	14,000	I	AMR - IRA (13)

Stock								
Class A Common Stock	Â	Â	Â	Â	Â	Â	134,630	I	AMR - Main Trust - A (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	AMR - RMI (Delaware) (14)
Class A Common Stock	Â	Â	Â	Â	Â	Â	28,000	I	AMR - Trust3 (GC) (15)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	AMR - Trust4 (Charities) (16)
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,401	I	AMR 2009A GRAT - RAII
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	AMR-RAIV-GP
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,705	I	BTR - RAIV (17)
Class A Common Stock	Â	Â	Â	Â	Â	Â	16,224	I	BTR 2009 GRAT - RAII
Class A Common Stock	Â	Â	Â	Â	Â	Â	26,608	I	By Spouse/Trust 2 (Sr.) (18)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,214	I	CTR 2009A GRAT
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR 2009B GRAT - RAIV(A)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	VGR - RAII (19)

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

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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 Amo Underlying Secur (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Class B Common Stock (5)	$ 0 (6)	11/13/2008	Â	J	Â	220,496	Â (6)	Â (6)	Class A Common Stock	22
Class B Common Stock	$ 0 (6)	11/13/2008	Â	G	55,124	Â	Â (6)	Â (6)	Class A Common Stock	5
Class B Common Stock	$ 0 (6)	11/13/2008	Â	G	Â	106,924	Â (6)	Â (6)	Class A Common Stock	10
Class B Common Stock	$ 0 (6)	11/13/2008	Â	G	26,731	Â	Â (6)	Â (6)	Class A Common Stock	2
Class B Common Stock	$ 0 (6)	11/26/2008	Â	J(11)	Â	100,000	Â (6)	Â (6)	Class A Common Stock	10
Class B Common Stock	Â	11/26/2008	Â	J(11)	100,000	Â	Â (6)	Â (6)	Class A Common Stock	10
Class B Common Stock	$ 0 (20)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	1
Class B Common Stock	$ 0 (20)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	3
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	4
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	
Class B Common Stock	$ 0 (6)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	4
Class B Common Stock	$ 0 (6)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock	11

Class B Common Stock	$ 0 (6)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock
Class B Common Stock	$ 0 (6)	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock
Class B Common Stock (25)	Â	Â	Â	Â	Â	Â	Â (6)	Â (6)	Class A Common Stock

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,Â OHÂ	Â	Â	Â	Member of a Group

Signatures

/s/ Charles A. Bittenbender, attorney-in-fact	02/17/2009
**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 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.
(2)	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.
(3)	Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
(4)	Reporting Person's spouse serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person d isclaims beneficial ownership of all such shares.
(5)	As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.
(6)	N/A
(7)	Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims benef icial ownership of all such shares.
(8)	represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
(9)	Represents the proportionate limited partnership interest in Rankin Associates I, LP. shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.

(10) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. R eporting Person disclaims beneficial ownership of all such shares.

(11) Shares transferred between main trust and GRAT.

(12) Reporting Person's spouse serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaim s beneficial ownership of all such shares.

(13) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.

(14) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting P erson disclaims beneficial ownership of all such shares.

(15) 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 onwership of all such shares.

(16) 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.

(17) 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.

(18) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person d isclaims beneficial ownership of all such shares.

(19) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.

(20) No conversion or exercise occurred at this time .

(21) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims bene ficial ownership of all such shares.

(22) 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's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

(23) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.

(24) Represents the proportionate limited partnership interest in RA4 shares, which is held in a qualified annuyity interest trust for the benefit of Clara LT Rankin.

(25) Transfer

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Remarks:

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

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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Explanation of Responses: