

NACCO INDUSTRIES INC  
Form 5  
February 13, 2008

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**WILLIAMS CLARA R**

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

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)  Other (specify below)  
Member of a group

6. Individual or Joint/Group Reporting

(check applicable line)

**MAYFIELD HEIGHTS, OH 44124**

(City) (State) (Zip)

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)	(A) or (D)	5. Amount or Price	6. 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)
Class A Common Stock	02/23/2007	02/23/2007	G	82	A	\$ 0	38,599	I	By Trust <sup>(1)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	82	A	\$ 0	1,534	I	By Spouse <sup>(2)</sup>
	02/23/2007	02/23/2007	G	82	A	\$ 0	1,534	I	

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Class A Common Stock									By Custodian for Minor Child <sup>(3)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	82	A	\$ 0	159	I	By Custodian for Minor Child 2 <sup>(3)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	256	A	\$ 0	5,911	I	By Assoc II <sup>(4)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	256	A	\$ 0	3,735	I	By AssocII/Spouse <sup>(5)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	1,318	A	\$ 0	4,624	I	By Assoc II/Daughter <sup>(6)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	1,325	A	\$ 0	5,999	I	By AssocII/Daughter 2 <sup>(6)</sup>
Class A Common Stock	02/23/2007	02/23/2007	G	128	A	\$ 0	6,039	I	By Assoc II <sup>(4)</sup>

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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WILLIAMS CLARA R
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH 44124
Member of a group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Clara R. Williams
02/13/2008
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) Held through a trust of which the Reporting Person is co-trustee with her father.
(2) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
(3) Held by Reporting Person as custodian for minor child. Reporting Person disclaims beneficial ownership of all such shares.
(4) Represents the Reporting Person's proportionate limited partnership interest in shares held by rankin Associates II, L.P.
(5) 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.
(6) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

^

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% o

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