

RANKIN CHLOE O
 Form 5
 February 12, 2009

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 *
RANKIN CHLOE O

(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)
12/31/2008

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) 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) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|-------|--|--|---|
| | | | | (A) | (D) | Price | | | |
| Class A Common Stock | 10/24/2008 | Â | G | 434 | D | \$ 0 | 4,220 | I | By Trust ⁽¹⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 19,689 | A | \$ 0 | 22,385 | I | By Spouse (RA4) ⁽²⁾ |
| | 11/13/2008 | Â | G | 2,175 | D | \$ 0 | 42,693 | I | |

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| | | | | | | | | | | |
|----------------------------|------------|---|---|-----|---|------|--------|---|--|---|
| Class A Common Stock | | | | | | | | | | By Assoc II/Spouse ⁽³⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,277 | I | | By Assoc II/Daughter1 ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 8,777 | I | | By Assoc II/Daughter 2 ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,777 | I | | By Assoc II/Son ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,823 | I | | By Assoc II/Daughter1 ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 9,323 | I | | By Assoc II/Daughter 2 ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 6,323 | I | | By Assoc II/Son ⁽⁴⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 4,543 | I | | By Trust ⁽¹⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 10,316 | I | | By Trust (Daughter1) ⁽⁵⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 5,332 | I | | By Trust (Daughter 2) ⁽⁵⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 5,287 | I | | By Trust/Son ⁽⁵⁾ |
| Class A Common Stock | 12/23/2008 | Â | G | 736 | D | \$ 0 | 29,023 | I | | By Spouse/Trust ⁽⁸⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | | By Assoc II ⁽⁹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | | By GP ⁽¹⁰⁾ |
| Class A Common | Â | Â | Â | Â | Â | Â | 1,975 | I | | By Spouse/RMI |

Stock

(Delaware) ⁽³⁾

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Class B Common Stock | \$ 0 ⁽⁶⁾ | 11/13/2008 | Â | G | 55,124 Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Class A Common Stock | 55,124 |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | 11/13/2008 | Â | G | 26,731 Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Class A Common Stock | 26,731 |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | Â | Â | Â | Â Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Class A Common Stock | 19 |
| Class B Common Stock | \$ 0 ⁽⁶⁾ | Â | Â | Â | Â Â | Â ⁽⁶⁾ Â ⁽⁶⁾ | Class A Common Stock | 97,312 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN CHLOE O
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH 44124

Â Â Â Member of a Group

Signatures

/s/ Charles A. Bittenbender,
attorney-in-fact

02/12/2009

 **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) Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- (2) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's child'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 child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (6) N/A
- (7) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (10) GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

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

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