RANKIN CLAIBORNE R

Form 5

February 14, 2011

OMB APPROVAL FORM 5 **OMB**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

may continue.

Transactions Reported

1. Name and Address of Reporting Person ** RANKIN CLAIBORNE R	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	NACCO INDUSTRIES INC [NC] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(Check all applicable) Director 10% Owner				
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300	12/31/2010	Officer (give title _X_ Other (specify below) NMHG Dir and Group Member				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Reporting				

Filed(Month/Day/Year)

(check applicable line)

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

MAYFIELD HEIGHTS, OHÂ 44124

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) 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)	Acquired Disposed	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)
Class A Common Stock	06/04/2010	Â	G	59	A	\$0	29,322	I	By Trust (1)
Class A Common Stock	07/02/2010	Â	G	756	D	\$ 0	40,989	I	By Assoc II
Class A Common	07/02/2010	Â	G	252	A	\$ 0	7,302	I	By Assoc II/Son (3)

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Stock									
Class A Common Stock	07/02/2010	Â	G	252	A	\$0	10,302	I	By Assoc II/Daughter (3)
Class A Common Stock	07/02/2010	Â	G	252	A	\$0	7,554	I	By Assoc II/Son (3)
Class A Common Stock	07/02/2010	Â	G	252	A	\$0	10,554	I	By Assoc II/Daughter (3)
Class A Common Stock	11/26/2010	Â	G	1,825	A	\$0	9,379	I	By Assoc II/Son (3)
Class A Common Stock	11/26/2010	Â	G	1,825	A	\$0	12,379	I	By Assoc II/Daughter (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse (4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	4,783	I	By Spouse/Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,727	I	By Trust (Son) (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,772	I	By Trust (Daughter) (9)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquirect (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve es d	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
					(A) (D	1	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â	. 4	(10)	(10)	Class A Common Stock	70,312	Â
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â	. 4	(10)	(10)	Class A Common Stock	62,670	Â
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â		(10)	(10)	Class A Common Stock	19	Â
Class B Common Stock	\$ 0 (10)	Â	Â	Â	Â		(10)	(10)	Class A Common Stock	97,312	Â

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other RANKIN CLAIBORNE R

NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OHÂ 44124

 \hat{A} \hat{A} \hat{A} NMHG Dir and Group Member

Signatures

/s/Suzanne S. Taylor, attorney-in-fact

02/14/2011

**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 Claiborne R. Rankin.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

(3)

Reporting Owners 3

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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 is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

- 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.
- (5) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- GP. Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates, IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (7) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (9) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (10) N/A
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â ownê Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.