

RANKIN CLARA L T

Form 5

February 17, 2009

FORM 5**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. 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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20085. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify 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 Reporting

(check applicable line)

☒ 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)
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	1,286 A \$ 0	9,047	I	CTR Main Trust ⁽¹⁾
Class A Common Stock	09/19/2008	Â	J ⁽³⁾	1,286 D \$ 0	1,214	I	CTR 2009A GRAT ⁽²⁾
Class A Common	09/19/2008	Â	J ⁽³⁾	29,462 A \$ 0	53,761	I	CTR - RAIV ⁽⁴⁾

Stock

Class A Common Stock	09/19/2008	Â	J ⁽³⁾	29,462	D	\$ 0	24,997	I	CTR 2009B GRAT - RAIV ⁽⁵⁾
Class A Common Stock	11/13/2008	Â	G	9,047	D	\$ 0	0	I	CTR Main Trust ⁽¹⁾
Class A Common Stock	11/13/2008	Â	G	78,758	D	\$ 0	0	I	CTR - RAIV ⁽⁴⁾

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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common Stock	\$ 0 ⁽⁶⁾	09/19/2008	Â	J ⁽³⁾	82,483	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	82,483
Class B Common Stock	Â	09/19/2008	Â	J ⁽³⁾	Â	82,483	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	82,483
Class B Common Stock	\$ 0	11/13/2008	Â	G	Â	106,924	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	106,924
Class B Common Stock	\$ 0 ⁽⁶⁾	11/13/2008	Â	G	Â	220,496	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	220,496
Class B Common Stock	\$ 0 ⁽⁶⁾	Â	Â	Â	Â	Â	Â ⁽⁶⁾	Â ⁽⁶⁾	Class A Common Stock	7,000

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

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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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