

BUTLER JOHN C JR  
 Form 5  
 February 14, 2006

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
**BUTLER JOHN C JR**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 VP-Corp Dev and Treasurer / Member of a Group

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

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) | 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) or (D) Price  |  |  |   |
| Class A Common Stock            | 11/28/2005                           | 11/28/2005   | J(2)                           | 523 A \$ 0  | 38,440   | I  | By Spouse/Trust (1)                                   |
| Class A Common Stock            | ^                                    | ^  | ^                              | ^ ^ ^   | 1,530  | I  | By Trust-Child 1 (3)                                  |
| Class A Common                  | ^                                    | ^  | ^                              | ^ ^ ^   | 5,294  | I  | By Assoc II/Spouse (4)                                |

|                      |   |   |   |   |   |   |       |   |                                    |  |
|----------------------|---|---|---|---|---|---|-------|---|------------------------------------|--|
| Stock                |   |   |   |   |   |   |       |   |                                    |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,800 | I | By IRA <sup>(5)</sup>              |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6,674 | I | By Trust <sup>(6)</sup>            |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 3,973 | I | By Assoc II/Child 1 <sup>(7)</sup> |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 3,973 | I | Assoc II <sup>(8)</sup>            |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 3,239 | I | By Assoc II/Child 2 <sup>(7)</sup> |  |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,375 | I | By Trust-Child 2 <sup>(3)</sup>    |  |

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.**

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer  
Â Â

Other  
Member of a Group

BUTLER JOHN C JR  
NACCO INDUSTRIES, INC.  
5875 LANDERBROOK DRIVE, STE. 300  
MAYFIELD HEIGHTS, OH 44124

VP-Corp Dev and  
Treasurer

## Signatures

/s/Charles A. Bittenbender, attorney-in-fact for John C.  
Butler, Jr.

02/14/2006

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 by Trust, Alfred M. Rankin, Jr., Trustee, for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Shares of Class A Common Stock distributed from Reporting Person's Spouse's Father's self-declaration trust into the Reporting Person's Spouse's trust.
- (3) Held by Trust, John C. Butler, Jr., Trustee, for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (6) Reporting Person serves as Trustee with National City Bank of the J.C. Butler, Jr. Revocable Trust.
- (7) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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### Remarks:

"Remark on Insider relationship to Issuer" As a member of a "group" deemed to own more than

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