

NACCO INDUSTRIES INC

Form 4

November 13, 2008

FORM 4**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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

(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. Date of Earliest Transaction
(Month/Day/Year)

11/10/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Member of a Group

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MAYFIELD HEIGHTS, OH

(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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	11/10/2008	11/10/2008	J ⁽¹⁾		24,997	D \$ 0 ⁽²⁾	29,462	I	CTR 2009B GRAT - RAIV(A)
Class A Common Stock	11/10/2008	11/10/2008	J ⁽¹⁾		24,997	A \$ 0 ⁽²⁾	9,047	I	CTR - Trust (A)
Class A Common Stock							30,000	I	AMR - (Unitrust) ⁽⁶⁾
Class A							14,000	I	AMR - IRA

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Common Stock			<u>(7)</u>
Class A Common Stock	134,630	I	AMR - Main Trust - A <u>(8)</u>
Class A Common Stock	14,187	I	AMR - RAI
Class A Common Stock	2,702	I	AMR - RAI <u>(9)</u>
Class A Common Stock	1,975	I	AMR - RMI (Delaware) <u>(10)</u>
Class A Common Stock	28,000	I	AMR - Trust3 (GC) <u>(11)</u>
Class A Common Stock	2,000	I	AMR - Trust4 (Charities) <u>(12)</u>
Class A Common Stock	10,497	I	AMR 2009A GRAT - RAI
Class A Common Stock	32,055	I	BTR - RAI
Class A Common Stock	15,705	I	BTR - RAI <u>(13)</u>
Class A Common Stock	31,479	I	BTR 2009 GRAT - RAI
Class A Common Stock	26,608	I	By Spouse/Trust 2 (Sr.) <u>(14)</u>
Class A Common Stock	12,500	I	By Trust (CLT) GRAT <u>(15)</u>
Class A Common Stock	6,040	I	CRW - RAI <u>(16)</u>
Class A Common Stock	38,599	I	CRW - Trust <u>(17)</u>

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Class A Common Stock	78,759	I	CTR - RAIIV (A)
Class A Common Stock	1,214	I	CTR 2009A GRAT
Class A Common Stock	6,040	I	HRB - RAI <u>(16)</u>
Class A Common Stock	38,599	I	HRB - Trust <u>(17)</u>
Class A Common Stock	2,115	I	VGR - RAI <u>(18)</u>
Class A Common Stock	20,443	I	VGR - Trust <u>(19)</u>

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 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock ⁽³⁾	<u>(2)</u>	11/10/2008	11/10/2008	J ⁽⁵⁾		69,984		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	69,984 <u>(2)</u>
Class B Common Stock	\$ 0 <u>(2)</u>	11/10/2008	11/10/2008	J ⁽⁵⁾		69,984		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	69,984 <u>(2)</u>
Class B Common	\$ 0 <u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Class A Common	93,366

Stock					Stock	
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	7,566
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	46,052
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	33,141
Class B Common Stock	<u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	10,000
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	43,969
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	113,198
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	106,924
Class B Common Stock <u>(26)</u>	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	220,497
Class B Common Stock	\$ 0 <u>(2)</u>	<u>(2)</u>	<u>(2)</u>		Class A Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN VICTOIRE G NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH				Member of a Group

Signatures

/s/Mary D. Maloney,
attorney-in-fact

11/13/2008

__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) Reporting Person's Spouse serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares .
- (2) N/A
- (3) Transfer
- (4) Represents the proportionate limited partnership interest in RA4 shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (5) Shares of Class A Common Stock transferred from Reporting Person's Spouse's self-declaration trust into a trust. Reporting Person disclaims all beneficial ownership of such shares.
- (6) Reporting Person's spouse serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaim s beneficial ownership of all such shares.
- (7) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (10) 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.
- (11) Reporting Person's spouse serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Reporting Person's spouse serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (13) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (14) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (15) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (16) Represents the Reporting Person's daughter'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 daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Reporting Person's spouse serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (18) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (19) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
- (20) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (21)

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represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.

- (22) No conversion or exercise occurred at this time .
- (23) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (24) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (25) Represents the proportionate limited partnership interest in Rankin Associates I, LP. shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (26) As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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