

RANKIN ALISON A
Form 5
February 12, 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
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1. Name and Address of Reporting Person *
RANKIN ALISON A

(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

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

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)
Class A Common Stock	11/13/2008	Â	G	19,689 A \$ 0	22,385	I	By Spouse (RA4) ⁽¹⁾
Class A Common Stock	11/13/2008	Â	G	1,092 A \$ 0	11,748	I	By Assoc II/Daughter 1 ⁽²⁾
	11/13/2008	Â	G	1,092 D \$ 0	39,137	I	

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Class A Common Stock									By Assoc II/Spouse ⁽³⁾
Class A Common Stock	11/13/2008	Â	G	1,092	D	\$ 0	38,045	I	By Assoc II/Spouse ⁽³⁾
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	13,636	I	By Assoc II/Daughter 2 ⁽²⁾
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	12,294	I	By Assoc II/Daughter 1 ⁽²⁾
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	14,182	I	By Assoc II/Daughter 2 ⁽²⁾
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	3,498	I	By Trust (Daughter 1) ⁽⁴⁾
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	1,611	I	By Trust (Daughter 2) ⁽⁴⁾
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	2,883	I	By Trust ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II ⁽⁸⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By Spouse (GP) ⁽⁹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Delaware) ⁽¹⁰⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	75,210	I	By Spouse/Trust ⁽¹¹⁾

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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(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)	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)
					(A) (D)	Date Exercisable Expiration Date	Title 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 118,125

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RANKIN ALISON A 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) (RA4) Represents Reporting Person's Spouse's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (2) 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 is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (3) 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.

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- (4) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Reporting Person serves as Trustee of a Trust for the benefit of Alison Rankin.
- (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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (9) GP-Represents 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.
- (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 a Trust for the benefit of Roger F. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

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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. 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.