

RANKIN ROGER F
 Form 5
 February 12, 2009

FORM 5

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

OMB APPROVAL

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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 *
RANKIN ROGER F

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE., STE. 300

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

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

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

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)			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) Amount	or (D)	Price			
Class A Common Stock	11/13/2008	Â	G	19,689	A	\$ 0	22,385	I	By RA4 ⁽¹⁾
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	11,748	I	By Assoc II/Daughter 1 ⁽⁴⁾
	11/13/2008	Â	G	1,092	D	\$ 0	39,137	I	

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Class A Common Stock									By Assoc II <u>(5)</u>
Class A Common Stock	11/13/2008	Â	G	1,092	D	\$ 0	38,045	I	By Assoc II <u>(5)</u>
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	13,636	I	By Assoc II/Daughter 2 <u>(4)</u>
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	12,294	I	By Assoc II/Daughter 1 <u>(4)</u>
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	14,182	I	By Assoc II/Daughter 2 <u>(4)</u>
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	3,498	I	By Trust (Daughter 1) <u>(6)</u>
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	1,611	I	By Trust (Daughter 2) <u>(6)</u>
Class A Common Stock	11/13/2008	Â	G	324	A	\$ 0	2,883	I	By Spouse/Trust <u>(7)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse <u>(8)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP <u>(9)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) <u>(10)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	75,210	I	By Trust <u>(11)</u>

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0 ⁽²⁾	11/13/2008	Â	G	55,124	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	55,124
Class B Common Stock	\$ 0 ⁽²⁾	11/13/2008	Â	G	26,731	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	26,731
Class B Common Stock	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	19
Class B Common Stock	\$ 0 ⁽²⁾	Â	Â	Â	Â	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	118,125

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN ROGER F
 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) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (2) N/A
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----
- (4) 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.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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- (6) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) 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.
- (9) GP. Represents 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.
- (10) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (11) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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