

NACCO INDUSTRIES INC
Form 4
November 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN CLARA L T

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

11/10/2008

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/10/2008	11/10/2008	J ⁽⁴⁾	D	24,997	\$ 0 (2)	29,462 I CTR 2009B GRAT - RAIV ⁽³⁾
Class A Common Stock	11/10/2008	11/10/2008	J ⁽⁴⁾	A	24,997	\$ 0 (2)	9,047 I CTR Main Trust ⁽¹⁾
Class A Common Stock							78,759 I CTR - RAIV ⁽⁵⁾

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Class A Common Stock	0	I	CTR 2008A GRAT ⁽⁶⁾
Class A Common Stock	24,997	I	CTR 2008B GRAT - RAIV ⁽³⁾
Class A Common Stock	1,214	I	CTR 2009A GRAT ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	\$ 0 ⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾		69,984		⁽²⁾	⁽²⁾	Class A Common Stock 69,984 ⁽²⁾
Class B Common Stock	⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾		69,984		⁽²⁾	⁽²⁾	Class A Common Stock 69,984 ⁽²⁾
Class B Common Stock	\$ 0							⁽²⁾	⁽²⁾	Class A Common Stock 106,924
Class B Common Stock	\$ 0 ⁽²⁾							⁽²⁾	⁽²⁾	Class A Common Stock 220,497
Class B Common Stock	\$ 0 ⁽²⁾							⁽²⁾	⁽²⁾	Class A Common Stock 0

Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	0

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

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

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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