

SEELBACH SCOTT W  
 Form 5  
 February 12, 2009

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
**SEELBACH SCOTT W**  
 (Last) (First) (Middle)

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

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

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) | (A) or (D) | Price | 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                           |  | G                              | 323   | A          | \$ 0  | 482  | D  |   |
| Class A Common Stock            | 11/13/2008                           |  | G                              | 323   | A          | \$ 0  | 10,316   | I  | By Spouse/Trust (1)                                   |
|                                 | 11/13/2008                           |  | G                              | 323   | A          | \$ 0  | 482  | I  |   |

|                            |            |   |   |     |   |      |       |   |                                     |
|----------------------------|------------|---|---|-----|---|------|-------|---|-------------------------------------|
| Class A<br>Common<br>Stock |            |   |   |     |   |      |       |   | By Trust/Child<br>1 <u>(2)</u>      |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 323   | I | By Trust/Child<br>2 <u>(2)</u>      |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,277 | I | By Assoc<br>II/Spouse <u>(3)</u>    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,823 | I | By Assoc<br>II/Spouse <u>(3)</u>    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 537 | A | \$ 0 | 537   | I | By<br>AssocII/Child<br>2 <u>(4)</u> |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 1,321 | I | By Assoc II <u>(5)</u>              |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 337   | I | By<br>AssocII/Child<br>1 <u>(4)</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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

