

RANKIN CLARA L T
Form 5
February 11, 2010

FORM 5

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

OMB APPROVAL

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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 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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) (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 Ownership (Instr. 4)
				(A) Amount (D) Price			
Class A Common Stock	09/19/2009	Â	J ⁽³⁾	1,214 D \$ 0 0		I	CTR 2009A GRAT ⁽²⁾
Class A Common Stock	09/19/2009	Â	J ⁽³⁾	1,214 A \$ 0 1,214		I	CTR Main Trust ⁽¹⁾
Class A Common	11/23/2009	Â	J ⁽⁵⁾	7,000 A \$ 0 8,214		I	CTR Main Trust ⁽¹⁾

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Stock										
Class A Common Stock	11/25/2009	Â	G	7,920	D	\$ 0	294	I	CTR Main Trust <u>(1)</u>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR - RAIV <u>(6)</u>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR 2008A GRAT <u>(2)</u>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	CTR 2009B GRAT - RAIV <u>(7)</u>	

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(4)</u>	09/19/2009	Â	J ⁽³⁾	Â	7,000	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(4)</u>	09/19/2009	Â	J ⁽³⁾	7,000	Â	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(4)</u>	11/23/2009	Â	J ⁽⁵⁾	Â	7,000	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	7,000

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/ Suzanne S. Taylor,
attorney-in-fact

02/11/2010

**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) Represents shares which is held in a qualified annuity intesest trust for the benefit of Clara LT Rankin.
- (3) Reporting Person transferred stock from GRAT into her main trust.
- (4) N/A
- (5) Reporting Person exchanged shares of Class B Common stock for like amount of Class A Common stock with another member of the Class B group.
- (6) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (7) 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.

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Remarks:

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

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