NACCO INDUSTRIES INC

Form 5

February 13, 2008

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

| 1. Name and Address of Reporting Person ** RANKIN CLAIBORNE R | | | 2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC. INC. | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|--------------------|----------|---|--|--|--|
| (Last) | (First) DUSTRIES, | (Middle) | NACCO INDUSTRIES INC [NC] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007 | (Check all applicable) Director 10% Owner Officer (give titleX Other (specibelow) | | |
| | 5 LANDERB | ROOK | | NMHG Dir and Group Member | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | |

MAYFIELD HEIGHTS, OHÂ 44124

X Form Filed by One Reporting Person Form Filed by More than One Reporting

| (City) | (State) | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or | | | | | | | icially Owned |
|--------------------------------------|---|--|---|---|---|------------|---|-----------------|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | action Date 2A. Deemed 3. Day/Year) Execution Date, if Trans any Code (Month/Day/Year) (Instr | | Disposed of (D) (Instr. 3, 4 and 5) (A) or | |)) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | Ownership Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class A Common Stock | 12/21/2007 | 12/21/2007 | G | 567 | D | \$ 0 | 29,759 | I | By Trust (3) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,731 | I | By Assoc II/Daughter1 |
| Class A Common | Â | Â | Â | Â | Â | Â | 9,993 | I | By Trust (Daughter1) |

Edgar Filing: NACCO INDUSTRIES INC - Form 5

| Stock | | | | | | | | | <u>(5)</u> |
|----------------------------|---|---|---|---|---|---|--------|---|---------------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,654 | I | By Spouse/Trust |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | By Assoc II/Spouse (7) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 44,868 | I | By Assoc II |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,964 | I | By Trust (Son) (5) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 8,231 | I | By Assoc II/Daughter2 |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By RMI (Delaware) (9) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,231 | I | By Assoc II/Son (4) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,009 | I | By Trust (Daughter2) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,696 | I | By RA4 (2) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | By GP (10) |
| | | | | | | | | | |

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.

of (D)

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | of | Expiration Date | Underlying Securities | |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | | |
| | Derivative | | | | Acquired | | | |
| | Security | | | | (A) or | | | |
| | | | | | Disposed | | | |

8. P. Deri Section (Ins

Edgar Filing: NACCO INDUSTRIES INC - Form 5

(Instr. 3, 4, and 5)

| | | | | | and 5) | | | | | |
|----------------------------|----------|------------|------------|---|--------|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 (1) | 08/23/2007 | 08/23/2007 | G | 109 | Â | (1) | (1) | Class A Common Stock | 109 |
| Class B Common Stock | \$ 0 (1) | Â | Â | Â | Â | Â | (1) | (1) | Class A Common Stock | 43,581 |
| Class B Common Stock | \$ 0 (1) | Â | Â | Â | Â | Â | (1) | (1) | Class A Common Stock | 97,312 |
| Class B Common Stock | \$ 0 (1) | Â | Â | Â | Â | Â | (1) | (1) | Class A Common Stock | 19 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN CLAIBORNE R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300

Â Â NMHG Dir and Group Member

MAYFIELD HEIGHTS, OHÂ 44124

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Claiborne R. Rankin

02/13/2008

**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) N/A
- (2) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- Represents the Reporting Person's child'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 child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.

Reporting Owners 3

Edgar Filing: NACCO INDUSTRIES INC - Form 5

- (7) 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.
- (8) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (9) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (10) GP. Represents the 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.
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

Â

Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10%Â ownê Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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.