RANKIN THOMAS T

Form 4

March 03, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RANKIN THOMAS T	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	NACCO INDUSTRIES INC [NC] 3. Date of Earliest Transaction	(Check all applicable)			
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300	(Month/Day/Year) 02/29/2008	Director 10% Owner Officer (give titleX Other (specify below) Member of a group			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

MAYFIELD HEIGHTS, OH 44124

Applicable Line)

X Form filed by One Reporting Person

__ Form filed by More than One Reporting

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Secu	ırities Acq	uired, Disposed (of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/29/2008	02/29/2008	S	1,900	D	\$ 85.597	8,346	I	By Trust (Son1) (1)
Class A Common Stock	03/03/2008	03/03/2008	S	600	D	\$ 79.703	7,746	Ι	By Trust (Son1) (1)
Class A Common Stock							1,975	Ι	By RMI (Delaware)
Class A							52,721	I	By Trust (3)

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Common Stock							
Class A Common Stock	44,965	I	By Assoc II				
Class A Common Stock	3,059	I	By Spouse (5)				
Class A Common Stock	1,843	I	By Assoc II/Spouse (6)				
Class A Common Stock	4,510	I	By Assoc II/Son 1 (7)				
Class A Common Stock	6	I	By GP (8)				
Class A Common Stock	2,696	I	By RA4 (9)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

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

number.

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

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. Transacti Code (Instr. 8)	5. 6. Date Exercisable and 7. Title and Am Underlying Sec of (Month/Day/Year) (Instr. 3 and 4) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities	8. Price of Derivative Security (Instr. 5)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0 (10)					(10)	(10)	Class A Common Stock	92,873	

SEC 1474

(9-02)

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Class B Common Stock	\$ 0 <u>(10)</u>	(10)	(10)	Class A Common Stock	28,581
Class B Common Stock	\$ 0 <u>(10)</u>	(10)	(10)	Class A Common Stock	7,546
Class B Common Stock	\$ 0 <u>(10)</u>	(10)	(10)	Class A Common Stock	19

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN THOMAS T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Thomas T.

Rankin 03/03/2008

**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) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. (RMI), as general partner. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.
- (4) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (5) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- 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.
- Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (8) (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.
- (9) (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (10) N/A
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----

Reporting Owners 3

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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. 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.