

RANKIN MATTHEW M
Form 5
February 11, 2009

FORM 5

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

OMB APPROVAL

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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 *
RANKIN MATTHEW M

(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)	5. Amount or Price	6. 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	Â	G	323	A	\$ 0 8,069	I	By Trust ⁽¹⁾	
Class A Common Stock	11/13/2008	Â	G	323	A	\$ 0 482	I	By Spouse ⁽²⁾	
	11/13/2008	Â	G	323	A	\$ 0 405	I		

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Class A Common Stock									By Custodian/Child1/Trust (3)
Class A Common Stock	11/13/2008	Â	G	323	A	\$ 0	323	I	As Custodian/Child2/Trust (3)
Class A Common Stock (4)	11/13/2008	Â	G	546	A	\$ 0	5,056	I	By Assoc II (5)
Class A Common Stock (4)	11/13/2008	Â	G	546	A	\$ 0	5,602	I	By Assoc II (5)
Class A Common Stock (4)	11/13/2008	Â	G	546	A	\$ 0	1,742	I	By Assoc II/Spouse (6)
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	694	I	As Custodian for Child1/Assoc II (7)
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	546	I	As Custodian for Child2/AssocII (7)
Class A Common Stock (4)	Â	Â	Â	Â	Â	Â	500	D	Â

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN MATTHEW M NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	^	^	^	Member of a group

Signatures

/s/ Charles A. Bittenbender,
attorney-in-fact

02/11/2009

**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 through a trust of which the Reporting Person is co-trustee with his father.
- (2) Held by Spouse. Reporting Person disclaims beneficially ownership of all such shares.
- (3) Held by Trust for Reporting Person's minor child. Reporting Person and Reporting Person's brother, James T. Rankin are co-trustees of the trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P .
- (6) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Held by Reporting Person as custodian for minor child. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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.