WILLIAMS DAVID B

Form 5

February 14, 2011

OMB APPROVAL FORM 5 **OMB**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1(b).

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad WILLIAMS		orting Person *	2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]	5. Relationship of Reporting Person(s) to Issuer			
(Last) NACCO INI INC., 5875 DRIVE, STE	LANDERI		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010	(Check all applicable) 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 Reporting			

MAYFIELD HEIGHTS, OHÂ 44124

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

(check applicable line)

(City)	(State)	(Zip) Tab	ole I - Non-De	rivative Se	ecurit	ies Acq	uired, Dispose	d of, or Benef	icially 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. Securi Acquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or))	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	07/02/2010	Â	G	504	A	\$0	6,152	I	By Assoc II
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	7,041	I	By Assoc II/Daughter (2)
Class A Common	07/02/2010	Â	G	504	A	\$ 0	8,416	I	By Assoc II/Daughter2

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

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Stock									<u>(2)</u>
Class A Common Stock	07/02/2010	Â	G	504	A	\$0	9,413	I	By Assoc II/Spouse (3)
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	9,665	I	By Assoc II/Spouse (3)
Class A Common Stock	11/26/2010	Â	G	1,826	A	\$ 0	11,491	I	By Assoc II/Spouse (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,162	I	By Spouse/Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	I	Trust/Child 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I	By Trust/Child1

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

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security				(D) (Instr. 3, 4, and 5)					
					(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	11/26/2010	Â	G	30,492 Å	Â	(4)	(4)	Class A Common Stock	30,492

SEC 2270

(9-02)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS DAVID B NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300

MAYFIELD HEIGHTS, OHÂ 44124

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Member of a group

Signatures

/s/Suzanne S. Taylor, attorney-in-fact

02/14/2011

**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) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (2) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (3) 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.
- (4) N/A
- (5) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Held by trust for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person is Trustee of a Trust for the benefit of Reporting Person's minor child. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

 $"Remark\hat{A} \ on \hat{A} \ Insider \hat{A} \ Relationship \\ "\hat{A} - \hat{A} \ As \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ "group \\ "\hat{A} \ deemed \hat{A} \ to \hat{A} \ own \hat{A} \ more \hat{A} \ than \hat{A} \ 10\% \hat{A} \ constant \\ As \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ a \hat{A} \ member \hat{A} \ of \hat{A} \ own \hat{A} \ more \hat{A} \ own \hat{A} \$

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.

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