

RANKIN MATTHEW M
Form 4
January 12, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN MATTHEW M

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5875 LANDERBROOK DRIVE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2005

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Member of a group

MAYFIELD HEIGHTS, OH 44124
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 01/10/2005 | 01/10/2005 | S | | 500 D \$ 100 | 4,000 | D |
| Class A Common Stock ⁽¹⁾ | 12/28/2004 | 12/28/2004 | G | | 160 A <u>(2)</u> | 3,143 | I By Assoc II <u>(3)</u> |
| Class A Common Stock ⁽¹⁾ | 12/28/2004 | 12/28/2004 | G | | 160 A <u>(3)</u> | 3,303 | I By Assoc II |
| Class A Common | 12/28/2004 | 12/28/2004 | G | | 160 A <u>(2)</u> | 3,463 | I By Assoc II <u>(3)</u> |

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Stock ⁽¹⁾

Class A
Common Stock ⁽¹⁾ 12/28/2004 12/28/2004 G 159 A ② 870 I By Assoc II/Spouse ⁽⁴⁾

Class A
Common Stock 10,587 I By Trust ⁽⁵⁾

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.
SEC 1474 (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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code V (A) (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| | Director 10% Owner Officer Other |
| RANKIN MATTHEW M 5875 LANDERBROOK DRIVE SUITE 300 MAYFIELD HEIGHTS, OH 44124 | Member of a group |

Signatures

| | |
|--|-------------------------------------|
| Charles A. Bittenbender/Attorney-in-fact | 01/11/2005 |
| <u> </u> **Signature of Reporting Person | <u> </u> 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) 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.
 - (2) N/A
 - (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
 - (4) 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.
 - (5) Held through a trust of which the Reporting Person is co-trustee with his father.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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