

RANKIN THOMAS T
Form 5
February 14, 2005

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 THOMAS T

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

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

6. Individual or Joint/Group Reporting

(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 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)
				(A) or (D)	Amount	Price			
Class A Common Stock	10/25/2004	10/25/2004	G	48,438	A	\$ 0	56,712	I	By Trust ⁽⁹⁾
Class A Common Stock	12/28/2004	12/28/2004	G	159	A	\$ 0	56,871	I	By Assoc II ⁽¹⁾

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Class A Common Stock									By Assoc II <u>(1)</u>
Class A Common Stock	12/28/2004	12/28/2004	G	479	D	\$ 0	56,392	I	By Assoc II <u>(1)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,587	I	By Trust (Son1) <u>(10)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,900	I	By Spouse <u>(11)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	By RMI (Delaware) <u>(12)</u>
Class A Common Stock	12/28/2004	12/28/2004	G	479	A	\$ 0	3,462	I	By Assoc II/Son 1 <u>(4)</u>
Class A Common Stock	12/28/2004	12/28/2004	G	479	A	\$ 0	9,462	I	By Assoc II/Son 2 <u>(4)</u>
Class A Common Stock	12/28/2004	12/28/2004	J4 ⁽⁵⁾	9,462	D	\$ 0	0	I	By Assoc II/Son 2 <u>(4)</u>
Class A Common Stock	12/28/2004	12/28/2004	G	159	A	\$ 0	1,666	I	By Assoc II/Spouse <u>(6)</u>
Class A Common Stock	12/28/2004	12/28/2004	J4 ⁽⁵⁾	2,900	D	\$ 0	0	I	By Custodian For Child <u>(7)</u>
Class A Common Stock	12/28/2004	12/28/2004	J4 ⁽⁵⁾	500	D	\$ 0	0	I	By Custodian For Child/Spouse <u>(8)</u>

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security					(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	(A)	(D)						
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (2)	Â (2)	Class A Common Stock	92,873
Class B Common Stock	Â	10/25/2004	10/25/2004	G	18,581	Â	Â (2)	Â (2)	Class A Common Stock	18,581

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	Â	Â	Â	Member of a group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Thomas T. Rankin	02/14/2005
**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 interests in shares held by Rankin Associates II, L.P.-----
- (2) N/A
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.-----
- (4) 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 custodian for son. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents shares now held by Reporting Person's son. Shares no longer reported by Reporting Person.
- (6) 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.
- (7) Was held by Reporting Person as custodian for child.
- (8) Was held by Reporting Person's spouse as custodian for child.
- (9) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.
- (10) Held by Trust, Reporting Person is Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (11) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

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- (12) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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