

RANKIN CLAIBORNE R
Form 5
February 11, 2010

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 CLAIBORNE R

(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)
12/31/2009

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)
NMHG Dir and Group Member

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) | | | 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) | Price | | |
| Class A Common Stock | 05/04/2009 | Â | G ⁽²⁾ | 200 | A | \$ 0 | 10,516 | I | By Trust (Daughter) ⁽¹⁾ |
| Class A Common Stock | 05/04/2009 | Â | G ⁽³⁾ | 200 | A | \$ 0 | 5,532 | I | By Trust (Daughter) ⁽¹⁾ |
| | 05/04/2009 | Â | G ⁽³⁾ | 200 | A | \$ 0 | 5,487 | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|------------------|--------|---|------|--------|---|--|
| Class A Common Stock | | | | | | | | | By Trust (Son) <u>(1)</u> |
| Class A Common Stock | 06/01/2009 | Â | G ⁽⁴⁾ | 4,800 | A | \$ 0 | 15,316 | I | By Trust (Daughter1) <u>(1)</u> |
| Class A Common Stock | 06/01/2009 | Â | J ⁽⁵⁾ | 15,316 | D | \$ 0 | 0 | I | By Trust (Daughter1) <u>(1)</u> |
| Class A Common Stock | 06/01/2009 | Â | J ⁽⁵⁾ | 5,823 | D | \$ 0 | 0 | I | By Assoc II/Daughter1 <u>(6)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 948 | D | \$ 0 | 41,745 | I | By Assoc II <u>(7)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 316 | A | \$ 0 | 9,639 | I | By Assoc II/Daughter <u>(6)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 316 | A | \$ 0 | 6,639 | I | By Assoc II/Son <u>(6)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 411 | A | \$ 0 | 10,050 | I | By Assoc II/Daughter <u>(6)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 411 | A | \$ 0 | 7,050 | I | By Assoc II/Son <u>(6)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 29,263 | I | By Trust <u>(8)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 4,783 | I | By Spouse/Trust <u>(9)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 5,772 | I | By Trust (Daughter) <u>(1)</u> |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 5,727 | I | By Trust (Son) <u>(1)</u> |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,116 | I | By Assoc II/Spouse <u>(10)</u> |
| Class A Common | Â | Â | Â | Â | Â | Â | 6 | I | By GP <u>(11)</u> |

Stock

| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|--------|---|---|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 22,385 | I | By RA4 ⁽¹²⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By RMI (Delaware) ⁽¹³⁾ |

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 ⁽¹⁴⁾ | Â | Â | Â | Â | Â ⁽¹⁴⁾ Â ⁽¹⁴⁾ | Class A Common Stock | 70,312 |
| Class B Common Stock | \$ 0 ⁽¹⁴⁾ | Â | Â | Â | Â | Â ⁽¹⁴⁾ Â ⁽¹⁴⁾ | Class A Common Stock | 62,670 |
| Class B Common Stock | \$ 0 ⁽¹⁴⁾ | Â | Â | Â | Â | Â ⁽¹⁴⁾ Â ⁽¹⁴⁾ | Class A Common Stock | 19 |
| Class B Common Stock | \$ 0 ⁽¹⁴⁾ | Â | Â | Â | Â | Â ⁽¹⁴⁾ Â ⁽¹⁴⁾ | Class A Common Stock | 97,312 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN CLAIBORNE R | Â | Â | Â | NMHG Dir and Group Member |

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

Signatures

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

02/11/2010

__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 child. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Scheduled distribution from the Clara T. Rankin 20 year unitrust per the terms of the trust.
- (3) Shares of Class A Common Stock distributed from the Clara T Rankin 20 Year Unitrust per the terms of the trust agreement.
- (4) Reporting Person's mother was Trustee of a Trust of which Reporting Person's daughter became eligible to receive outright. Shares were transferred into a trust for the benefit of Reporting Person's daughter.
- (5) Represents the transfer of the Trustee from Reporting Person to Reporting Person's daughter.
- (6) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of the child. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (8) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (9) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (10) 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.
- (11) 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.
- (12) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (13) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (14) N/A
- (15) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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Remarks:

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

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.