

NACCO INDUSTRIES INC
Form 4
March 27, 2008

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 CLARA L 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. Date of Earliest Transaction
(Month/Day/Year)

03/25/2008

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) ___X___ Other (specify below)
Member of a Group

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	4,678	A	\$ 0 7,761	I CTR Main Trust - A <u>(1)</u>
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	4,678	D	\$ 0 0	I CTR 2008A GRAT <u>(2)</u>
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	24,056	A	\$ 0 31,817	I CTR Main Trust - A <u>(1)</u>
Class A Common Stock	03/25/2008	03/25/2008	J ⁽³⁾	24,056	D	\$ 0 0	I CTR

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Common Stock						2008B GRAT - RAIV ⁽⁶⁾
Class A Common Stock				243	I	CTR - RAIV ⁽⁷⁾
Class A Common Stock				2,500	I	CTR 2009A GRAT ⁽²⁾
Class A Common Stock				54,459	I	CTR 2009B GRAT - RAIV ⁽⁶⁾

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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	\$ 0	03/25/2008	03/25/2008	J ⁽³⁾		106,924		03/24/2006	03/24/2006	Class A Common Stock
Class B Common Stock	\$ 0 ⁽⁵⁾	03/25/2008	03/25/2008	J ⁽³⁾		106,924		⁽⁵⁾	⁽⁵⁾	Class A Common Stock
Class B Common Stock	\$ 0	03/25/2008	03/25/2008	J		67,350		03/24/2006	03/24/2006	Class A Common Stock
Class B Common Stock	\$ 0 ⁽⁵⁾	03/25/2008	03/25/2008	J		67,350		⁽⁵⁾	⁽⁵⁾	Class A Common Stock

Class B Common Stock	\$ 0	03/24/2006	03/24/2006	Class A Common Stock
Class B Common Stock	\$ 0 <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock	\$ 0 <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock	<u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN CLARA L T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124				Member of a Group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Clara L.T.
Rankin

03/27/2008

**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) Reporting Person's son serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin .
- (2) Represents shares which is held in a qualified annuity inteseest trust for the benefit of Clara LT Rankin.
- (3) Account transfer.
- (4) Represents the proportionate limited partnership interest in shares held by Rankin Assoc I, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (5) N/A
- (6) Represents the proportionate limited partnership interest in shares held by Rankin Assoc 4, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (7) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Clara L.T. Rankin. Reporting Person's Son serves as the Trustee of the Trust.-----

Remarks:

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"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

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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