

NACCO INDUSTRIES INC  
Form 4  
November 13, 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)  
11/10/2008

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)  Other (specify below)  
Member of a Group

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 Ownership (Instr. 4) |        |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |   |   |
| Class A Common Stock            | 11/10/2008                           | 11/10/2008   | J <sup>(4)</sup>               |   | 24,997  | D  | \$ 0<br>(2)                       | 29,462 | I | CTR<br>2009B<br>GRAT -<br>RAIV <sup>(3)</sup> |
| Class A Common Stock            | 11/10/2008                           | 11/10/2008   | J <sup>(4)</sup>               |   | 24,997  | A  | \$ 0<br>(2)                       | 9,047  | I | CTR Main<br>Trust <sup>(1)</sup>              |
| Class A Common Stock            |                                      |  |                                |   |   |  |                                   | 78,759 | I | CTR -<br>RAIV <sup>(5)</sup>                  |

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|                            |        |   |   |
|----------------------------|--------|---|---|
| Class A<br>Common<br>Stock | 0      | I | CTR<br>2008A<br>GRAT <sup>(6)</sup>           |
| Class A<br>Common<br>Stock | 24,997 | I | CTR<br>2008B<br>GRAT -<br>RAIV <sup>(3)</sup> |
| Class A<br>Common<br>Stock | 1,214  | I | CTR<br>2009A<br>GRAT <sup>(6)</sup>           |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |        |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                          |
|---|--|---|---|--------------------------------------|--|--------|-----|--|---|----------------------------|--------------------------|
|   |  |   |   |                                      | Code   | V      | (A) |  | (D)   | Date<br>Exercisable        | Expiration<br>Date       |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>  | 11/10/2008                              | 11/10/2008  | J <sup>(4)</sup>                     |  | 69,984 |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A<br>Common<br>Stock | 69,984<br><sup>(2)</sup> |
| Class B<br>Common<br>Stock                          | <sup>(2)</sup>   | 11/10/2008                              | 11/10/2008  | J <sup>(4)</sup>                     |  | 69,984 |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A<br>Common<br>Stock | 69,984<br><sup>(2)</sup> |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |                                      |  |        |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A<br>Common<br>Stock | 106,924                  |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>  |   |   |                                      |  |        |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A<br>Common<br>Stock | 220,497                  |
| Class B<br>Common<br>Stock                          | \$ 0 <sup>(2)</sup>  |   |   |                                      |  |        |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Class A<br>Common<br>Stock | 0                        |

|                            |                 |            |            |                            |       |
|----------------------------|-----------------|------------|------------|----------------------------|-------|
| Class B<br>Common<br>Stock | \$ 0 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | Class A<br>Common<br>Stock | 0     |
| Class B<br>Common<br>Stock | \$ 0 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | Class A<br>Common<br>Stock | 7,000 |
| Class B<br>Common<br>Stock | \$ 0 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | Class A<br>Common<br>Stock | 0     |

## Reporting Owners

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

## Signatures

/s/Mary D. Maloney,  
attorney-in-fact

11/13/2008

    \*\*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) N/A
- (3) 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.
- (4) Reporting Person transferred stock from GRAT into her main trust.
- (5) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (6) Represents shares which is held in a qualified annuity intesest trust for the benefit of Clara LT Rankin.
- (7) 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.
- (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:

"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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