

RANKIN CLARA L T  
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 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. 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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount (D) Price  |  |  |                                   |
| Class A Common Stock            | 09/19/2009                           | Â  | J <sup>(3)</sup>               | 1,214 D \$ 0 0  |  | I  | CTR 2009A GRAT <sup>(2)</sup>     |
| Class A Common Stock            | 09/19/2009                           | Â  | J <sup>(3)</sup>               | 1,214 A \$ 0 1,214  |  | I  | CTR Main Trust <sup>(1)</sup>     |
| Class A Common                  | 11/23/2009                           | Â  | J <sup>(5)</sup>               | 7,000 A \$ 0 8,214  |  | I  | CTR Main Trust <sup>(1)</sup>     |

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|                            |            |   |   |       |   |      |     |   |   |  |
|----------------------------|------------|---|---|-------|---|------|-----|---|---|--|
| Stock                      |            |   |   |       |   |      |     |   |   |  |
| Class A<br>Common<br>Stock | 11/25/2009 | Â | G | 7,920 | D | \$ 0 | 294 | I | CTR Main<br>Trust <u>(1)</u>              |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 0   | I | CTR -<br>RAIV <u>(6)</u>                  |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 0   | I | CTR<br>2008A<br>GRAT <u>(2)</u>           |  |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â    | 0   | I | CTR<br>2009B<br>GRAT -<br>RAIV <u>(7)</u> |  |

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.**

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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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>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) |  |
|---|---|---|---|---|---|-------|--|--------------------|---|--|
|   |   |   |   |   | (A)   | (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0 <u>(4)</u>   | 09/19/2009                              | Â   | J <sup>(3)</sup>                        | Â   | 7,000 | Â <u>(4)</u>   | Â <u>(4)</u>       | Class A<br>Common<br>Stock  | 7,000                                  |
| Class B<br>Common<br>Stock                          | \$ 0 <u>(4)</u>   | 09/19/2009                              | Â   | J <sup>(3)</sup>                        | 7,000   | Â     | Â <u>(4)</u>   | Â <u>(4)</u>       | Class A<br>Common<br>Stock  | 7,000                                  |
| Class B<br>Common<br>Stock                          | \$ 0 <u>(4)</u>   | 11/23/2009                              | Â   | J <sup>(5)</sup>                        | Â   | 7,000 | Â <u>(4)</u>   | Â <u>(4)</u>       | Class A<br>Common<br>Stock  | 7,000                                  |

# 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 | Â             | Â         | Â       | Member of a Group |

## 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) 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 intesest trust for the benefit of Clara LT Rankin.
- (3) Reporting Person transferred stock from GRAT into her main trust.
- (4) N/A
- (5) Reporting Person exchanged shares of Class B Common stock for like amount of Class A Common stock with another member of the Class B group.
- (6) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (7) 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.

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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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