

RANKIN ROGER F
Form 4/A
September 08, 2005

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 ROGER F

(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)
09/06/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
09/07/2005

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	09/06/2005	09/06/2005	J ⁽²⁾	1 D \$ 0 6		I	By GP ⁽¹⁾
Class A Common Stock	09/06/2005		J ⁽⁵⁾	249 D \$ 0 2,626		I	By RA4 ⁽⁴⁾
Class A Common Stock					3,015	I	By Trust (Daughter 1) ⁽⁶⁾
Class A					2,400	I	By

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Common Stock							Spouse/Trust <u>(7)</u>
Class A Common Stock					1,975	I	By RMI (Delaware) <u>(8)</u>
Class A Common Stock					1,128	I	By Trust (Daughter 2) <u>(6)</u>
Class A Common Stock					75,210	I	By Trust <u>(9)</u>
Class A Common Stock					9,911	I	By Assoc II/Daughter 1 <u>(10)</u>
Class A Common Stock					41,222	I	By Assoc II <u>(11)</u>
Class A Common Stock					11,799	I	By Assoc II/Daughter 2 <u>(10)</u>
Class A Common Stock					2,116	I	By Assoc II/Spouse <u>(12)</u>

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 of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	\$ 0 <u>(3)</u>	09/06/2005	09/06/2005	J <u>(2)</u>	1	<u>(3)</u>	<u>(3)</u>			Class A Common	1	\$

Stock								Stock		
Class B Common Stock	\$ 0	(3)	09/06/2005	J(5)	249	(3)	(3)	Class A Common Stock	249	\$
Class B Common Stock	(3)					(3)	(3)	Class A Common Stock	53,581	
Class B Common Stock	(3)					(3)	(3)	Class A Common Stock	118,125	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ROGER F 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 Roger F.
Rankin

09/08/2005

**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) GP. Represents 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.
- (2) -Shares of Class A Common Stock held in Rankin Associates IV, L.P. exchanged for like amount of Class B Common Stock with another member of the Class B Group.
- (3) N/A
- (4) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (5) Shares of Class A Common Stock held in Rankin Associates IV, L.P. exchanged for like amount of Class B Common Stock with another member of the Class B Group.
- (6) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (9) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- (10) Represents the Reporting Person's daughter'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 daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

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- (11) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (12) 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.
- (13) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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