

NACCO INDUSTRIES INC

Form 4

June 12, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN ALFRED M ET AL

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300

(Street)

CLEVELAND, 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)

06/10/2008

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 ☒ Other (specify
below) below)

CEO / Group Member

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)
Class A Common Stock	06/10/2008		J ⁽²⁾	10,000 D \$ 0	134,630	I	AMR - Trust - A ⁽¹⁾
Class A Common Stock					28,000	I	AMR - Trust 3 (Grandchildren) ⁽⁴⁾
Class A Common Stock					38,599	I	CRW - Trust ⁽⁵⁾
Class A					38,599	I	HRB - Trust ⁽⁵⁾

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Common Stock			
Class A Common Stock	2,000	I	AMR - Trust4 (Charities) ⁽⁶⁾
Class A Common Stock	26,608	I	AMR - Trust2 (SR) ⁽⁷⁾
Class A Common Stock	30,000	I	AMR/Trust (Unitrust) ⁽⁸⁾
Class A Common Stock	14,187	I	AMR - RAI ⁽⁹⁾
Class A Common Stock	14,000	I	AMR - IRA ⁽¹⁰⁾
Class A Common Stock	6,040	I	CRW - RAI ⁽¹¹⁾
Class A Common Stock	1,975	I	AMR - RMI (Delaware) ⁽¹²⁾
Class A Common Stock	32,055	I	BTR - RAI ⁽¹³⁾
Class A Common Stock	20,443	I	VGR - Trust ⁽¹⁴⁾
Class A Common Stock	6,040	I	HRB - RAI ⁽¹¹⁾
Class A Common Stock	7,761	I	CTR - Trust ⁽¹⁵⁾
Class A Common Stock	2,115	I	VGR - RAI ⁽¹⁶⁾
Class A Common Stock	15,705	I	BTR - RAI ⁽¹⁷⁾
Class A Common Stock	2,702	I	AMR - RAI ⁽¹⁸⁾

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Class A Common Stock	24,300	I	CTR - RAIV ⁽¹⁹⁾
Class A Common Stock	54,459	I	CTR 2009A GRAT/RAIV ⁽²⁰⁾
Class A Common Stock	31,479	I	BTR 2009A GRAT/RAII ⁽²¹⁾
Class A Common Stock	2,500	I	CTR 2009A GRAT/Trust ⁽²²⁾
Class A Common Stock	10,497	I ⁽²³⁾	AMR 2009A GRAT/RAII ⁽²⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Amount or Number of Shares
Class B Common Stock	<u>(3)</u>	06/10/2008		J ⁽²⁾	10,000	<u>(3)</u> <u>(3)</u>	Class A Common Stock	10,000
Class B Common Stock	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Class A Common Stock	93,366
Class B Common Stock	\$ 0 ⁽³⁾					<u>(3)</u> <u>(3)</u>	Class A Common Stock	113,198
Class B Common Stock	\$ 0 ⁽³⁾					<u>(3)</u> <u>(3)</u>	Class A Common Stock	33,141

Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	7,566
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	43,969
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	68,030
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	106,924
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	7,000
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	93,366
Class B Common Stock	\$ 0 ⁽³⁾	(3)	(3)	Class A Common Stock	46,052
Class B Common Stock	\$ 0	(3)	(3)	Class A Common Stock	152,467

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 CLEVELAND, OH 44124	X		CEO	Group Member

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Alfred M.
Rankin, Jr.

06/12/2008

__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 serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (2)

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Reporting Person exchanged shares of Class A Common Stock for like amount of Class B Common Stock with another member of the group.

- (3) N/A
- (4) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----
- (7) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (9) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (10) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (11) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
- (13) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (15) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (16) 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.
- (17) (BTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (18) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (19) (CTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (20) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (21) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a qualified annuity interest trust for the benefit of Bruce Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (22) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person disclaims all such shares.
- (23) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (24) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (25) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.

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- (26) 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 Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (27) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (28) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P. which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin. Reporting Person serves as the Trustee of the Trust. Reporting disclaims beneficial ownership of all such shares.
- (29) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (30) Represents shares which are held in a qualified annuity interest trust for the benefit of Reporting Person.
- (31) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a qualified annuity interest trust for the benefit of Clara Rankin. Reporting Person disclaims beneficial ownership of all such shares.

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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