

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 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)

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) Other (specify 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 4,678 | D \$ 0 0 | I | CTR 2008A GRAT/Trust ⁽¹⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 4,678 | A \$ 0 7,761 | I | CTR - Trust ⁽²⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 106,924 | A \$ 0 114,685 | I | CTR - Trust ⁽²⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 24,056 | D \$ 0 0 | I | CTR 2008B |

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| | | | | | | | | | | |
|----------------------|------------|------------|------------------|--------|---|------|---------|---|--|--------------------------------------|
| Common Stock | | | | | | | | | | GRAT/RAIV |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 24,056 | A | \$ 0 | 138,741 | I | | CTR - Trust ⁽²⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 67,350 | A | \$ 0 | 206,091 | I | | CTR - Trust ⁽²⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 9,503 | A | \$ 0 | 144,948 | I | | AMR - Trust - A ⁽⁷⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 9,503 | D | \$ 0 | 0 | I | | AMR 2008A GRAT/RAII ⁽⁸⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 28,521 | D | \$ 0 | 0 | I | | BTR 2008 GRAT/RAII ⁽⁹⁾ |
| Class A Common Stock | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 28,521 | A | \$ 0 | 28,521 | I | | BTR - Trust - A |
| Class A Common Stock | | | | | | | 38,599 | I | | CRW - Trust ⁽¹⁰⁾ |
| Class A Common Stock | | | | | | | 38,599 | I | | HRB - Trust ⁽¹⁰⁾ |
| Class A Common Stock | | | | | | | 30,000 | I | | AMR/Trust (Unitrust) ⁽¹¹⁾ |
| Class A Common Stock | | | | | | | 4,684 | I | | AMR - RAI ⁽¹²⁾ |
| Class A Common Stock | | | | | | | 14,000 | I | | AMR - IRA ⁽¹³⁾ |
| Class A Common Stock | | | | | | | 6,040 | I | | CRW - RAI ⁽¹⁴⁾ |
| Class A Common Stock | | | | | | | 3,534 | I | | BTR - RAI ⁽¹⁵⁾ |
| Class A Common Stock | | | | | | | 20,443 | I | | VGR - Trust ⁽¹⁶⁾ |

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| | | | |
|----------------------------|--------|---|--------------------------|
| Class A Common Stock | 6,040 | I | HRB - RAI <u>(14)</u> |
| Class A Common Stock | 2,115 | I | VGR - RAI <u>(17)</u> |
| Class A Common Stock | 15,705 | I | BTR - RAI <u>(18)</u> |
| Class A Common Stock | 2,702 | I | AMR - RAI <u>(19)</u> |
| Class A Common Stock | 243 | I | CTR - RAI <u>(20)</u> |
| Class A Common Stock | 2,500 | I | CTR 2009A GRAT/Trust |
| Class A Common Stock | 31,479 | I | BTR 2009 GRAT/RAI |
| Class A Common Stock | 54,459 | I | CTR 2009B GRAT/RAI |
| Class A Common Stock | 10,497 | I | AMR 2009A GRAT/RAI |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 0 <u>(4)</u> | 03/25/2008 | 03/25/2008 | Code V J <u>(3)</u> | (A) (D) 106,924 | Date Exercisable (4) Expiration Date (4) | Title Amount Number Shares 106,924 |

| | | | | | | | | | |
|----------------------------|---------------------|------------|------------|------------------|--------|----------------|----------------|----------------------------|---------|
| Class B Common Stock | | | | | | | | Class A Common Stock | |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 67,350 | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 67,350 |
| Class B Common Stock | ⁽⁴⁾ | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 93,366 | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 93,366 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | 03/25/2008 | 03/25/2008 | J ⁽³⁾ | 93,366 | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 93,366 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 113,190 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 33,140 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 7,560 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 680 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 43,960 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 7,000 |
| Class B Common Stock | \$ 0 ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 46,050 |
| Class B Common Stock | \$ 0 | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Class A Common Stock | 152,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. | X | | CEO | Group Member |

5875 LANDERBROOK DRIVE, STE. 300
CLEVELAND, OH 44124

Signatures

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

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) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (2) 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.
- (3) Transfer
- (4) N/A
- (5) Represents the proportionate limited partnership interest in Rankin Assoc I shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (6) Represents the proportionate limited partnership interest in RA4 shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (7) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (8) (GP)Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (9) Represents the proportionate limited partnership interest in Rankin Associates II, which is held in a qualified annuity interest trust for the benefit of Bruce T. Rankin.
- (10) 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.
- (11) 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.
- (12) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (13) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) (BTR RAIIV) 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.
- (19) Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (20) (CTR RAIIV) 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

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ownership of all such shares.

- (21) 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.
- (22) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.