

RANKIN CORBIN
Form 5
February 12, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 CORBIN

(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)
12/31/2008

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|--|--|---|
| | | | | (A) Amount | or (D) | Price | | | |
| Class A Common Stock | 06/16/2008 | Â | G | 100 | D | \$ 0 | 52,621 | I | By Spouse/Trust ⁽¹⁾ |
| Class A Common Stock | 11/13/2008 | Â | G | 19,689 | A | \$ 0 | 22,385 | I | By Spouse (RA4) ⁽²⁾ |
| | 11/13/2008 | Â | G | 323 | A | \$ 0 | 3,382 | D | Â |

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| | | | | | | | | | | |
|----------------------------|------------|---|---|-------|---|------|--------|---|---|--|
| Class A Common Stock | | | | | | | | | | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 8,069 | I | By Trust (Son1) ⁽³⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 3,822 | D | \$ 0 | 41,142 | I | By Assoc II/Spouse ⁽⁴⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,843 | I | By Assoc II ⁽⁷⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,510 | I | By Assoc II/Son 1 ⁽⁸⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | By Spouse (GP) ⁽⁹⁾ | |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By Spouse/RMI (Del) ⁽¹⁰⁾ | |

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

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SEC 2270
(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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 11/13/2008 | Â | G | 55,124 | Â Â ⁽⁵⁾ Â ⁽⁵⁾ | Class A Common Stock | 55,124 |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | 11/13/2008 | Â | G | 26,731 | Â Â ⁽⁵⁾ Â ⁽⁵⁾ | Class A Common Stock | 26,731 |
| | \$ 0 ⁽⁵⁾ | Â | Â | Â | Â | Â Â ⁽⁵⁾ Â ⁽⁵⁾ | | 19 |

| | | | | | | | | | | | |
|----------------------------|---------------------|---|---|---|---|---|------------------|------------------|--|----------------------------|--------|
| Class B Common Stock | | | | | | | | | | Class A Common Stock | |
| Class B Common Stock | \$ 0 ⁽⁵⁾ | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | | Class A Common Stock | 92,873 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN CORBIN NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124 | Â | Â | Â | Member of a group |

Signatures

/s/ Charles A. Bittenbender,
attorney-in-fact

02/12/2009

__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 spouse serves as Trustee of a Trust for the benefit of Thomas T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (2) RAIV. Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
 - (3) Held by Trust, Reporting Person's spouse is Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
 - (4) 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.
 - (5) N/A
 - (6) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
 - (7) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
Represents the Reporting Person's son'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 son. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (8)
 - (9) GP. Represents Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficial ownership of all such shares.
 - (10) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.