

RANKIN THOMAS T
Form 5
February 11, 2010

FORM 5

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

OMB APPROVAL

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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 THOMAS 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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | 05/04/2009 | Â | G ⁽²⁾ | 200 | A | \$ 0 | 8,269 | I | By Trust (Son1) ⁽¹⁾ |
| Class A Common Stock | 11/25/2009 | Â | G | 2,212 | D | \$ 0 | 38,930 | I | By Assoc II ⁽³⁾ |
| | 11/25/2009 | Â | G | 316 | A | \$ 0 | 5,918 | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|---|-----|---|------|--------|---|------------------------------|
| Class A Common Stock | | | | | | | | | By AssocII/Son1 (4) |
| Class A Common Stock | 11/25/2009 | Â | G | 411 | A | \$ 0 | 6,329 | I | By AssocII/Son1 (4) |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 52,861 | I | By Trust (5) |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 8,509 | I | By Trust (Son1) (1) |
| Class A Common Stock | 11/25/2009 | Â | G | 240 | A | \$ 0 | 3,622 | I | By Spouse (6) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,843 | I | By Assoc II/Spouse (7) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 6 | I | By GP (8) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 22,385 | I | By RA4 (9) |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,975 | I | By RMI (Delaware) (10) |

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. Pri Deriv Secur (Instr. | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

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- (10) 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. Reporting Person disclaims beneficial ownership of all such shares.
- (11) N/A
- (12) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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Remarks:

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

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.