

NACCO INDUSTRIES INC
Form 4
November 13, 2008

FORM 4

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

OMB APPROVAL

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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 CLARA L 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. Date of Earliest Transaction
(Month/Day/Year)

11/10/2008

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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/10/2008	11/10/2008	J ⁽⁴⁾		24,997	D	\$ 0 (2)	29,462	I	CTR 2009B GRAT - RAIV ⁽³⁾
Class A Common Stock	11/10/2008	11/10/2008	J ⁽⁴⁾		24,997	A	\$ 0 (2)	9,047	I	CTR Main Trust ⁽¹⁾
Class A Common Stock								78,759	I	CTR - RAIV ⁽⁵⁾

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Class A Common Stock	0	I	CTR 2008A GRAT ⁽⁶⁾
Class A Common Stock	24,997	I	CTR 2008B GRAT - RAIV ⁽³⁾
Class A Common Stock	1,214	I	CTR 2009A GRAT ⁽⁶⁾

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0 ⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾	69,984		⁽²⁾	⁽²⁾	Class A Common Stock	69,984 ⁽²⁾
Class B Common Stock	⁽²⁾	11/10/2008	11/10/2008	J ⁽⁴⁾	69,984		⁽²⁾	⁽²⁾	Class A Common Stock	69,984 ⁽²⁾
Class B Common Stock	\$ 0						⁽²⁾	⁽²⁾	Class A Common Stock	106,924
Class B Common Stock	\$ 0 ⁽²⁾						⁽²⁾	⁽²⁾	Class A Common Stock	220,497
Class B Common Stock	\$ 0 ⁽²⁾						⁽²⁾	⁽²⁾	Class A Common Stock	0

