

WILLIAMS DAVID B  
Form 5  
February 14, 2011

**FORM 5**

**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).  
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 \*  
**WILLIAMS DAVID B**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**NACCO INDUSTRIES INC [NC]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

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

**NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300**  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**MAYFIELD HEIGHTS, OH 44124**  
  
(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	6,152	I	By Assoc II (1)
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	7,041	I	By Assoc II/Daughter (2)
Class A Common	07/02/2010	Â	G	504	A	\$ 0	8,416	I	By Assoc II/Daughter2

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Stock									(2)
Class A Common Stock	07/02/2010	Â	G	504	A	\$ 0	9,413	I	By Assoc II/Spouse (3)
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	9,665	I	By Assoc II/Spouse (3)
Class A Common Stock	11/26/2010	Â	G	1,826	A	\$ 0	11,491	I	By Assoc II/Spouse (3)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,162	I	By Spouse/Trust (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	722	I	Trust/Child 2 (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,097	I	By Trust/Child1 (7)

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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Class B Common Stock	Â	11/26/2010	Â	G	30,492 Â	Â (4) Â (4)	Class A Common Stock	30,492

