

RANKIN VICTOIRE G

Form 4

February 08, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN VICTOIRE G

(Last) (First) (Middle)

**NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300**

(Street)

MAYFIELD HEIGHTS, OH

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NACCO INDUSTRIES INC [NC]

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2009

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 ____ Other (specify
below) below)

Member of a Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/10/2009		J ⁽²⁾		4,800	D	\$ 0	23,200	I	AMR - Trust3 (GC) ⁽¹⁾
Class A Common Stock	05/04/2009		J ⁽⁴⁾		2,000	D	\$ 0	0	I	AMR - Trust4 (Charities) ⁽³⁾
Class A Common Stock	05/04/2009		J ⁽⁴⁾		400	A	\$ 0	27,008	I	By Spouse/Trust 2 (Sr.) ⁽⁵⁾
Class A	09/19/2009		J ⁽⁶⁾		1,214	D	\$ 0	0	I	CTR 2009A GRAT

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Common Stock								
Class A Common Stock	09/19/2009	<u>J(6)</u>	1,214	A	\$ 0	1,214	I	CTR - Trust (A)
Class A Common Stock	09/19/2009	<u>J(6)</u>	16,224	D	\$ 0	0	I	BTR 2009 GRAT - RAII
Class A Common Stock	09/19/2009	<u>J(6)</u>	16,224	A	\$ 0	28,073	I	BTR - RAI
Class A Common Stock	09/19/2009	<u>J(6)</u>	5,401	D	\$ 0	0	I	AMR 2009A GRAT - RAII
Class A Common Stock	09/19/2009	<u>J(6)</u>	5,401	A	\$ 0	15,945	I	AMR - RAI
Class A Common Stock	11/23/2009	<u>J(11)</u>	7,000	D	\$ 0	7,000	I	CTR - Trust (A)
Class A Common Stock	11/25/2009	G V	4,110	D	\$ 0	23,963	I	BTR - RAI
Class A Common Stock	11/25/2009	G V	240	A	\$ 0	563	I	BTR-Class A Trust
Class A Common Stock	11/25/2009	G V	7,920	D	\$ 0	294	I	CTR - Trust (A)
Class A Common Stock	11/25/2009	G V	6,568	D	\$ 0	9,377	I	AMR - RAI
Class A Common Stock	11/25/2009	G V	821	A	\$ 0	8,498	I	HRB - RAI ⁽¹³⁾
Class A Common Stock	11/25/2009	G V	240	A	\$ 0	127,870	I	AMR - Main Trust - A ⁽¹⁴⁾
Class A Common Stock	11/25/2009	G V	240	A	\$ 0	21,006	I	VGR - Trust ⁽¹⁵⁾
Class A Common Stock	11/25/2009	G V	240	A	\$ 0	39,162	I	HRB - Trust ⁽¹⁶⁾

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Class A Common Stock	11/25/2009	G	V	411	A	\$ 0	8,909	I	HRB - RAI ⁽¹³⁾
Class A Common Stock	11/25/2009	J ⁽⁶⁾		7,042	D	\$ 0	22,958	I	BTR-2010GRAT-RAI
Class A Common Stock	11/25/2009	J ⁽⁶⁾		7,042	A	\$ 0	31,005	I	BTR - RAI
Class A Common Stock	01/29/2010	A ⁽¹⁷⁾		24,200	A	\$ 0	159,070	I	AMR - Main Trust - A ⁽¹⁴⁾
Class A Common Stock							30,000	I	AMR - (Unitrust) ⁽¹⁸⁾
Class A Common Stock							14,000	I	AMR - IRA ⁽¹⁹⁾
Class A Common Stock							22,385	I	AMR - RAIV ⁽²⁰⁾
Class A Common Stock							1,975	I	AMR - RMI (Delaware) ⁽²¹⁾
Class A Common Stock							6	I	AMR-RAIV-GP
Class A Common Stock							15,705	I	BTR - RAIV ⁽²²⁾
Class A Common Stock							0	I	CTR 2009B GRAT - RAIV(A)
Class A Common Stock							2,116	I	VGR - RAI ⁽²³⁾

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	\$ 0 <u>(7)</u>	09/19/2009		J		33,141		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	33,141
Class B Common Stock	\$ 0 <u>(9)</u>	09/19/2009		J ⁽⁶⁾			12,870	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	12,870
Class B Common Stock	<u>(7)</u>	09/19/2009		J ⁽⁶⁾		12,870		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	12,870
Class B Common Stock ⁽¹²⁾	<u>(7)</u>	11/23/2009		J ⁽¹¹⁾			7,000	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(7)</u>	11/23/2009		J ⁽¹¹⁾		7,000		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(9)</u>	11/25/2009		J		33,141		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(7)</u>	11/25/2009		J		33,141		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(7)</u>	11/26/2009		J ⁽⁶⁾			23,387	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	23,387
Class B Common Stock	\$ 0 <u>(7)</u>	11/26/2009		J ⁽⁶⁾		23,387		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	23,387
Class B Common Stock	\$ 0 <u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Class A Common Stock	62,671
Class B Common Stock	<u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Class A Common Stock	19
Class B Common Stock	\$ 0 <u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Class A Common Stock	43,969

Class B Common Stock	\$ 0 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	113,190
Class B Common Stock	\$ 0 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN VICTOIRE G NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH				Member of a Group

Signatures

/s/ Suzanne S. Taylor,
attorney-in-fact

02/08/2010

 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 Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Shares transferred from the Clara T. Rankin Irrevocable Trust f/b Grandchildren u/a/d 12/28/76 of which Reporting Person's Spouse is Trustee, into the recipient's personal account. Recipient became entitled to the outright distribution of the principal of the trust when he turned 30 years old.
- (3) Reporting Person's spouse serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Shares of Class A Common Stock distributed from the Clara T Rankin 20 Year Unitrust per the terms of the trust agreement.
- (5) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Shares transferred between main trust and GRAT.
- (7) N/A
- (8) Represents 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.
- (9) No conversion or exercise occurred at this time .
- (10) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person's spouse exchanged shares of Class A Common Stock for like amount of Class B Common Stock with another member of the Class B Group.

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- (12) Transfer
- (13) Represents the Reporting Person's daughter'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 daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (15) Reporting Person serves as Trustee of a Trust for the benefit of Victoire G. Rankin.
- (16) Reporting Person's spouse serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Shares of Class A Common Stock awarded to the Reporting Person's spouse under the Company's Executive Long-Term Incentive Compensation Plan.
- (18) Reporting Person's spouse 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.
- (19) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (20) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (21) 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.
- (22) BTR RA4-Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Bruce T Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (23) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (24) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (25) 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's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (26) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (27) 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.

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.

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