RANKIN ROGER F Form 4/A

September 08, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and AdRANKIN RO	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol NACCO INDUSTRIES INC [NC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE., STE. 300			(Month/Day/Year) 09/06/2005	Director 10% Owner Officer (give titleX Other (specify below) Member of a group			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
MAYFIELD HEIGHTS, OH 44124			09/07/2005	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I New Desireding Committee As	oning Discount of an Boneficially Orange			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Dispose	ed of, or Benef	ficially 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	09/06/2005	09/06/2005	J(2)	1	D	\$ 0	6	I	By GP (1)	
Class A Common Stock	09/06/2005		<u>J(5)</u>	249	D	\$0	2,626	I	By RA4 (4)	
Class A Common Stock							3,015	I	By Trust (Daughter 1)	
Class A							2,400	I	Ву	

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Common Stock			Spouse/Trust (7)
Class A Common Stock	1,975	I	By RMI (Delaware) (8)
Class A Common Stock	1,128	I	By Trust (Daughter 2)
Class A Common Stock	75,210	I	By Trust (9)
Class A Common Stock	9,911	I	By Assoc II/Daughter 1
Class A Common Stock	41,222	I	By Assoc II
Class A Common Stock	11,799	I	By Assoc II/Daughter 2
Class A Common Stock	2,116	I	By Assoc II/Spouse (12)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transacti Code (Instr. 8)	5. Number on f 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. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	\$ 0 (3)	09/06/2005	09/06/2005	J(2)	1	(3)	(3)	Class A Common	1	\$

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Stock							Stock		
Class B Common Stock	\$ 0 (3)	09/06/2005	J <u>(5)</u>	249	(3)	(3)	Class A Common Stock	249	\$
Class B Common Stock	(3)				(3)	(3)	Class A Common Stock	53,581	
Class B Common Stock	(3)				(3)	(3)	Class A Common Stock	118,125	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN ROGER F NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE., STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Roger F. Rankin

09/08/2005

**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) GP. Represents Reporting Person's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- -Shares of Class A Common Stock held in Rankin Associates IV, L.P. exchanged for like amount of Class B Common Stock with another member of the Class B Group.
- (3) N/A
- (4) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (5) Shares of Class A Common Stock held in Rankin Associates IV, L.P. exchanged for like amount of Class B Common Stock with another member of the Class B Group.
- (6) Held by Trust, Reporting Person's Spouse is Co-Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (9) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. (10) 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.

Reporting Owners 3

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- (11) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (12) 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.