

RANKIN THOMAS T
Form 5
February 11, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
RANKIN THOMAS T

(Last) (First) (Middle)

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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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 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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SEC 2270
(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

										of Shares		
Class B Common Stock	\$ 0 ⁽¹¹⁾	Â	Â	Â	Â	Â	Â	Â ⁽¹¹⁾	Â ⁽¹¹⁾	Class A Common Stock	55,312	Â
Class B Common Stock	\$ 0 ⁽¹¹⁾	Â	Â	Â	Â	Â	Â	Â ⁽¹¹⁾	Â ⁽¹¹⁾	Class A Common Stock	19	Â
Class B Common Stock	\$ 0 ⁽¹¹⁾	Â	Â	Â	Â	Â	Â	Â ⁽¹¹⁾	Â ⁽¹¹⁾	Class A Common Stock	62,670	Â
Class B Common Stock	\$ 0 ⁽¹¹⁾	Â	Â	Â	Â	Â	Â	Â ⁽¹¹⁾	Â ⁽¹¹⁾	Class A Common Stock	92,873	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN THOMAS T NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	Â	Â	Â	Member of a group

Signatures

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

02/11/2010

**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) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Shares of Class A Common Stock distributed from the Clara T Rankin 20 Year Unitrust per the terms of the trust agreement.
- (3) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.
- (5) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (6) 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.
- (7) (GP)Represents the 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.
- (8) (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (9)

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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:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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.