

NACCO INDUSTRIES INC
Form 4
February 28, 2005

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN ROGER F

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2005

____ Director
____ Officer (give title below) Other (specify below)
Member of a group

(Street)
MAYFIELD HEIGHTS, OH 44124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					3,015	I	By Trust (Daughter 1) <u>(11)</u>
Class A Common Stock					2,400	I	By Spouse/Trust <u>(12)</u>
Class A Common Stock					1,128	I	By Trust (Daughter 2) <u>(11)</u>
Class A Common Stock					75,210	I	By Trust <u>(13)</u>

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Common Stock										
Class A Common Stock	01/26/2005	01/26/2005	G V 177	A	\$ 0	51,906	I		By Assoc II <u>(1)</u>	
Class A Common Stock	01/26/2005	01/26/2005	G V 709	D	\$ 0	51,197	I		By Assoc II <u>(1)</u>	
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁶⁾		9,975	D	\$ 0	41,222	I	By Assoc II <u>(1)</u>
Class A Common Stock	01/26/2005	01/26/2005	G V 177	A	\$ 0	2,116	I		By Assoc II/Spouse <u>(2)</u>	
Class A Common Stock	01/26/2005	01/26/2005	G V 709	A	\$ 0	9,911	I		By Assoc II/Daughter 1 <u>(3)</u>	
Class A Common Stock	01/26/2005	01/26/2005	G V 709	A	\$ 0	11,799	I		By Assoc II/Daughter 2 <u>(3)</u>	
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁵⁾		25	D	\$ 0	1,975	I	By RMI (Delaware) <u>(4)</u>
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁶⁾		9,975	A	\$ 0	9,975	I	By RA4 <u>(7)</u>
Class A Common Stock	02/24/2005	02/24/2005	J ⁽⁹⁾		7,100	D	\$ 0	2,875	I	By RA4 <u>(7)</u>
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁵⁾		25	A	\$ 0	25	I	By GP <u>(8)</u>
Class A Common Stock	02/24/2005	02/24/2005	J ⁽⁹⁾		18	D	\$ 0	7	I	By GP <u>(8)</u>

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

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SEC 1474
(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)	8. P			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(10)					(10)	(10)			Class A Common Stock	53,581
Class B Common Stock	(10)					(10)	(10)			Class A Common Stock	118,125
Class B Common Stock	\$ 0 (10)	02/24/2005	02/24/2005	J(9)		18		(10)	(10)	Class A Common Stock	18
Class B Common Stock	\$ 0 (10)	02/24/2005	02/24/2005	J(9)		7,100		(10)	(10)	Class A Common Stock	7,100

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

02/28/2005

__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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) 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.
- (3) 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.

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- (4) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (5) (RMI to GP) Proportionate limited partnership interest in shares of RMI distributed to the general partner of Rankin Associates IV, L.P.
- (6) (RAII to RAIV) Portionate limited partnership interest in shares of Rankin Associates II, L.P. distributed to Rankin Associates IV, L.P.
- (7) (RAIV) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) 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.
- (9) Reporting Person exchanged shares of Class A Common Stock held in Rankin Associates IV, L.P. for like amount of Class B Common Stock with another member of the Class B Group.
- (10) N/A
- (11) 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.
- (12) 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.
- (13) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- (14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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