

RANKIN ELIZABETH B  
Form 5  
February 11, 2010

# 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 \*  
**RANKIN ELIZABETH B**  
  
(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)

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

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of a group

**CLEVELAND, OH 44124**  
  
(City) (State) (Zip)

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

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

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)	5. Amount or Price	6. 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	05/04/2009	Â	G <sup>(2)</sup>	200	A	\$ 0 8,269	I	By Trust/Spouse (1)	
Class A Common Stock	11/25/2009	Â	G	240	A	\$ 0 8,509	I	By Trust/Spouse (1)	
	11/25/2009	Â	G	240	A	\$ 0 722	D	Â	

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Class A Common Stock										
Class A Common Stock	11/25/2009	Â	G	240	A	\$ 0	645	I	By Spouse/Custodian for Child1/Trust (3)	
Class A Common Stock	11/25/2009	Â	G	240	A	\$ 0	563	I	By Spouse/Custodian for Child2/Trust (3)	
Class A Common Stock	11/25/2009	Â	G	316	A	\$ 0	2,058	I	By Assoc II (4)	
Class A Common Stock	11/25/2009	Â	G	316	A	\$ 0	5,918	I	By Assoc II/Spouse (5)	
Class A Common Stock	11/25/2009	Â	G	316	A	\$ 0	1,010	I	By Spouse/Custodian for Child1/Assoc II (6)	
Class A Common Stock	11/25/2009	Â	G	316	A	\$ 0	862	I	By Spouse/Custodian for Child2/AssocII (6)	
Class A Common Stock	11/25/2009	Â	G	411	A	\$ 0	6,329	I	By Assoc II/Spouse (5)	
Class A Common Stock	Â	Â	Â	Â	Â	Â	500	I	By Spouse (7)	

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)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)			

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

RANKIN ELIZABETH B  
 NACCO INDUSTRIES, INC.  
 5875 LANDERBROOK DRIVE, SUITE 300  
 CLEVELAND, OH 44124

Â      Â      Â      Member of a group

## Signatures

/s/ Suzanne S. Taylor,      02/11/2010  
 attorney-in-fact

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 through a trust of which the Reporting Person's spouse is co-trustee with his father. 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) Held by a trust for Reporting Person's minor child. Reporting Person's spouse and Reporting Person's spouse's brother, James T. Rankin, serve as co-trustees of the trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (5) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Held by Spouse as custodian for minor child. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (7) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.

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**Remarks:**

As a member of a "group" deemed to own more than 10% of an equity security as a result of

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