

NACCO INDUSTRIES INC

Form 4

February 28, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN CHLOE O

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

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

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 ____X____ 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) (A) or (D) Code V Amount (D) Price	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)
Class A Common Stock					10,124	I	By Trust (Daughter1) (10)
Class A Common Stock					9,295	I	By Trust (11)
Class A Common Stock					7,790	I	By Trust/Son (10)
Class A	01/26/2005	01/26/2005	G	V 531 D \$ 0	55,795	I	By Assoc

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Common Stock										II/Spouse ⁽¹⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V	177	A	\$ 0	55,972	I	By Assoc II/Spouse ⁽¹⁾
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁶⁾		9,975	D	\$ 0	45,997	I	By Assoc II/Spouse ⁽¹⁾
Class A Common Stock								38,045	I	By Spouse/Trust ⁽¹²⁾
Class A Common Stock								4,850	I	By Trust (Daughter 2) ⁽¹⁰⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V	177	A	\$ 0	2,116	I	By Assoc II ⁽²⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V	531	A	\$ 0	4,106	I	By Assoc II/Daughter1 ⁽³⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V	531	A	\$ 0	4,606	I	By Assoc II/Son ⁽³⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V	531	A	\$ 0	7,606	I	By Assoc II/Daughter 2 ⁽³⁾
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁴⁾		25	D	\$ 0	1,975	I	By Spouse/RMI (Delaware) ⁽¹⁾
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁴⁾		25	A	\$ 0	25	I	By GP ⁽⁵⁾
Class A Common Stock	02/24/2005	02/24/2005	J ⁽⁸⁾		18	D	\$ 0	7	I	By GP ⁽⁵⁾
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁶⁾		9,975	A	\$ 0	9,975	I	By Spouse (RA4) ⁽⁷⁾
Class A Common Stock	02/24/2005	02/24/2005	J ⁽⁸⁾		7,100	D	\$ 0	2,875	I	By Spouse (RA4) ⁽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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(9)</u>							<u>(9)</u>	<u>(9)</u>	Class A Common Stock	43,581	
Class B Common Stock	<u>(9)</u>							<u>(9)</u>	<u>(9)</u>	Class A Common Stock	97,312	
Class B Common Stock	\$ 0 <u>(9)</u>	02/24/2005	02/24/2005	<u>J</u> ⁽⁸⁾		18		<u>(9)</u>	<u>(9)</u>	Class A Common Stock	18	\$
Class B Common Stock	\$ 0 <u>(9)</u>	02/24/2005	02/24/2005	<u>J</u> ⁽⁸⁾		7,100		<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,100	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN CHLOE O
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 Chloe O. 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 spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (3) Represents the Reporting Person's child'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 child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) RMI to GP. Proportionate limited partnership interest in shares of Rankin Management Inc. distributed to the general partner of Rankin Associates IV, L.P.
- (5) GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficial ownership of all such shares.
- (6) RA2 to RA4. Proportionate limited partnership interest in shares of Rankin Associates II distributed to Rankin Associates IV, L.P.
- (7) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (8) 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.
- (9) N/A
- (10) Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- (12) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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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