

SEELBACH SCOTT W  
Form 5  
February 12, 2009

**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 \*  
SEELBACH SCOTT W

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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 below)  Other (specify below)  
Member of a group

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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Class A Common Stock            | 11/13/2008                           |  | G                              | 323   | A          | \$ 0  | 482  | D  |   |
| Class A Common Stock            | 11/13/2008                           |  | G                              | 323   | A          | \$ 0  | 10,316   | I  | By Spouse/Trust (1)                                   |
|                                 | 11/13/2008                           |  | G                              | 323   | A          | \$ 0  | 482  | I  |   |

|                            |            |   |   |     |   |      |       |   |                                     |
|----------------------------|------------|---|---|-----|---|------|-------|---|-------------------------------------|
| Class A<br>Common<br>Stock |            |   |   |     |   |      |       |   | By Trust/Child<br>1 <u>(2)</u>      |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 323   | I | By Trust/Child<br>2 <u>(2)</u>      |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,277 | I | By Assoc<br>II/Spouse <u>(3)</u>    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 5,823 | I | By Assoc<br>II/Spouse <u>(3)</u>    |
| Class A<br>Common<br>Stock | 11/13/2008 | Â | G | 537 | A | \$ 0 | 537   | I | By<br>AssocII/Child<br>2 <u>(4)</u> |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 1,321 | I | By Assoc II <u>(5)</u>              |
| Class A<br>Common<br>Stock | Â          | Â | Â | Â   | Â | Â    | 337   | I | By<br>AssocII/Child<br>1 <u>(4)</u> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares         |
|   |  |   |   |                                      | (A) (D)  |  |   |   |  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SEELBACH SCOTT W  
 NACCO INDUSTRIES, INC.  
 5875 LANDERBROOK DRIVE, STE. 300      Â      Â      Â      Member of a group  
 MAYFIELD HEIGHTS,Â OHÂ 44124

## Signatures

/s/ Suzanne S. Taylor,  
 attorney-in-fact      02/09/2009

\_\_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, Claiborne R. Rankin, Trustee, for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
  - (2) Represents Reporting Person's child's trust. Reporting Person disclaims all beneficial ownership of such shares.
  - (3) 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.
  - (4) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
  - (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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**Remarks:**

"RemarkÂ onÂ InsiderÂ Relationship"Â -Â AsÂ aÂ memberÂ ofÂ aÂ "group"Â deemedÂ toÂ ownÂ moreÂ thanÂ 10%Â o

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.