

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 CLARA L T

(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)	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					14,000	I	By Trust CLTR ⁽⁵⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V 4,960 D \$ 0	300,593	I	By Trust/Assoc II
Class A Common Stock	02/07/2005	02/07/2005	J ⁽¹⁾	300,593 D \$ 0	0	I	By Trust/Assoc II
Class A	02/07/2005	02/07/2005	J	300,593 A \$ 0	300,593	I	By Trust

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Common Stock									(RA4) ⁽²⁾
Class A Common Stock	02/24/2005	02/24/2005	J ⁽¹⁾⁽³⁾	213,968	D	\$ 0	86,625	I	By Trust (RA4) ⁽²⁾

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. Amount or Number of Shares	
				Code	V	(A)	(D)		
Class B Common Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock 7,000	
Class B Common Stock	\$ 0 <u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock 106,923	
Class B Common Stock	\$ 0 <u>(4)</u>	02/24/2005	02/24/2005	J ⁽³⁾		213,968	<u>(4)</u>	<u>(4)</u>	Class A Common Stock 213,968

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RANKIN CLARA L T 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 Clara L.T.
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) RA2 to RA4. Proportionate limited partnership interest in shares of Rankin Associates II distributed to Rankin Associates IV, L.P.
- (2) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (3) Reporting Person exchanged shares of Class A Common stock held in Rankin Associates IV for like amount of Class B Common stock with another member of the Class B group.
- (4) N/A
- (5) Reporting Person's son serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin .
- (6) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Clara L.T. Rankin. Reporting Person's Son serves as the Trustee of the Trust.-----

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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