

RANKIN CLAIBORNE R
Form 5
February 14, 2011

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
RANKIN CLAIBORNE R

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
NMHG Dir and Group Member

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

6. Individual or Joint/Group Reporting

(check applicable line)

MAYFIELD
HEIGHTS, OH 44124

(City) (State) (Zip)

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 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	06/04/2010	Â	G	59 A \$ 0	29,322	I	By Trust ⁽¹⁾
Class A Common Stock	07/02/2010	Â	G	756 D \$ 0	40,989	I	By Assoc II ⁽²⁾
Class A Common	07/02/2010	Â	G	252 A \$ 0	7,302	I	By Assoc II/Son ⁽³⁾

Stock									
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	10,302	I	By Assoc II/Daughter ⁽³⁾
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	7,554	I	By Assoc II/Son ⁽³⁾
Class A Common Stock	07/02/2010	Â	G	252	A	\$ 0	10,554	I	By Assoc II/Daughter ⁽³⁾
Class A Common Stock	11/26/2010	Â	G	1,825	A	\$ 0	9,379	I	By Assoc II/Son ⁽³⁾
Class A Common Stock	11/26/2010	Â	G	1,825	A	\$ 0	12,379	I	By Assoc II/Daughter ⁽³⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II/Spouse ⁽⁴⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	4,783	I	By Spouse/Trust ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP ⁽⁶⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By RA4 ⁽⁷⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By RMI (Delaware) ⁽⁸⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,727	I	By Trust (Son) ⁽⁹⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,772	I	By Trust (Daughter) ⁽⁹⁾

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)

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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. Pri Deriv Secur (Instr.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 ⁽¹⁰⁾	Â	Â	Â	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Class A Common Stock	70,312
Class B Common Stock	\$ 0 ⁽¹⁰⁾	Â	Â	Â	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Class A Common Stock	62,670
Class B Common Stock	\$ 0 ⁽¹⁰⁾	Â	Â	Â	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Class A Common Stock	19
Class B Common Stock	\$ 0 ⁽¹⁰⁾	Â	Â	Â	Â Â	Â ⁽¹⁰⁾ Â ⁽¹⁰⁾	Class A Common Stock	97,312

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RANKIN CLAIBORNE R NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	Â Â Â NMHG Dir and Group Member

Signatures

/s/Suzanne S. Taylor,
attorney-in-fact

02/14/2011

__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) Reporting Person serves as Trustee of a Trust for the benefit of Claiborne R. Rankin.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (3)

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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 is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

- (4) 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.
- (5) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Chloe O. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (6) GP. Represents the 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.
- (7) RA4. Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (8) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI").
- (9) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (10) N/A
- (11) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, 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.

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