

NACCO INDUSTRIES INC
Form 4
February 28, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN THOMAS 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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock						57,027	I By Trust ⁽¹¹⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V 177 A	\$ 0	56,569	I By Assoc II ⁽¹⁾
Class A Common Stock	01/26/2005	01/26/2005	G	V 531 D	\$ 0	56,038	I By Assoc II ⁽¹⁾
Class A Common Stock	02/07/2005	02/07/2005	J ⁽⁶⁾	9,975 D	\$ 0	46,063	I By Assoc II

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Common Stock										(1)
Class A Common Stock							10,587	I		By Trust (Son1) (12)
Class A Common Stock							2,900	I		By Spouse (13)
Class A Common Stock	01/26/2005	01/26/2005	G V	177	A	\$ 0	1,843	I		By Assoc II/Spouse (2)
Class A Common Stock	01/26/2005	01/26/2005	G V	532	A	\$ 0	3,994	I		By Assoc II/Son 1 (3)
Class A Common Stock	02/07/2005	02/07/2005	J(5)	25	D	\$ 0	1,975	I		By RMI (Delaware) (4)
Class A Common Stock	02/07/2005	02/07/2005	J(5)	25	A	\$ 0	25	I		By GP (7)
Class A Common Stock	02/24/2005	02/24/2005	J(9)	18	D	\$ 0	7	I		By GP (7)
Class A Common Stock	02/07/2005	02/07/2005	J(6)	9,975	A	\$ 0	9,975	I		By RA4 (8)
Class A Common Stock	02/24/2005	02/24/2005	J(9)	7,100	D	\$ 0	2,875	I		By RA4 (8)

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,	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
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock							Class A Common Stock	92,873
					(10)	(10)		
Class B Common Stock							Class A Common Stock	28,581
					(10)	(10)		
Class B Common Stock	\$ 0		02/24/2005	02/24/2005	J ⁽⁹⁾	18	Class A Common Stock	18
	(10)				(10)	(10)		
Class B Common Stock	\$ 0		02/24/2005	02/24/2005	J ⁽⁹⁾	7,100	Class A Common Stock	7,100
	(10)				(10)	(10)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RANKIN THOMAS 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 Thomas 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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) 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.
- (3) Represents the Reporting Person's son's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which was held by Reporting Person as Co-Trustee of trust for benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. (RMI), as general partner. Reporting Person disclaims beneficial ownership of all such shares.
- (5) RMI to GP. Proportionate limited partnership interest in shares of Rankin Management, Inc. distributed to the general partner of Rankin Associates IV, L.P.
- (6) RAI to RAIV. Proportionate limited partnership interest in shares of Rankin Associates II distributed to Rankin Associates IV, L.P.

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- (7) (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.
- (8) (RAIV)Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (9) Reporting Person exchanged shares of Class A Common Stock for like amount of Class B Common Stock with another member of the Class B Group.
- (10) N/A
- (11) Reporting Person serves as Trustee of a Trust for the benefit of Thomas T. Rankin.
- (12) Held by Trust, Reporting Person is Co-Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (13) By Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.----- -

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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