

WILLIAMS DAVID B
Form 5
February 12, 2009

FORM 5

**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).
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 *
WILLIAMS DAVID B

(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 A \$ 0 | 1,857 | D | Â |
| Class A Common Stock | 11/13/2008 | Â | G | 323 A \$ 0 | 38,922 | I | By Spouse/Trust (1) |
| Class A Common | 11/13/2008 | Â | G | 323 A \$ 0 | 1,857 | I | By Custodian for Child (2) |

| | | | | | | | | | | |
|----------------------------|------------|---|---|-------|---|------|-------|---|--|--|
| Stock | | | | | | | | | | |
| Class A Common Stock | 11/13/2008 | Â | G | 323 | A | \$ 0 | 482 | I | By Custodian for Child 2 ⁽²⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 1,092 | A | \$ 0 | 4,827 | I | By Assoc II ⁽³⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 1,092 | A | \$ 0 | 7,131 | I | By Assoc II/Spouse ⁽⁴⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 546 | A | \$ 0 | 7,677 | I | By Assoc II/Spouse ⁽⁴⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 1,092 | A | \$ 0 | 5,716 | I | By Assoc II/Daughter ⁽⁵⁾ | |
| Class A Common Stock | 11/13/2008 | Â | G | 1,092 | A | \$ 0 | 7,091 | I | By Assoc II/Daughter2 ⁽⁵⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Â Â Â Member of a group

WILLIAMS DAVID B
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300
MAYFIELD HEIGHTS, OH 44124

Signatures

/s/Charles A. Bittenbender,
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 through a trust of which the Reporting Person's spouse is co-trustee with her father. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Held by Reporting Person's spouse as custodian for minor child. Reporting Person disclaims benefit ownership of all such shares.
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (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) Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

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