

NACCO INDUSTRIES INC  
Form 5  
February 13, 2008

# 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 \*  
**RANKIN MATTHEW M**

(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)  
**12/31/2007**

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)

**MAYFIELD  
HEIGHTS, OH 44124**

(City) (State) (Zip)

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)	5. Amount or Price	6. 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	02/23/2007	02/23/2007	G	82	A	\$ 0	10,246	I	By Trust <sup>(1)</sup>
Class A Common Stock <sup>(3)</sup>	02/23/2007	02/23/2007	G	128	A	\$ 0	4,362	I	By Assoc II <sup>(2)</sup>
	02/26/2007	02/26/2007	G	82	A	\$ 0	159	I	By Spouse <sup>(4)</sup>

Class A  
Common  
Stock

Class A  
Common Stock 02/27/2007 02/27/2007 G 82 A \$ 0 82 I By  
Custodian/Child/Trust  
(5)

Class A  
Common Stock (3) 08/23/2007 08/23/2007 G 148 A \$ 0 4,510 I By Assoc II (2)

Class A  
Common Stock (3) 08/23/2007 08/23/2007 G 148 A \$ 0 1,196 I By Assoc II/Spouse (6)

Class A  
Common Stock 08/23/2007 08/23/2007 G 148 A \$ 0 230 I By  
Custodian/Child/Trust  
(5)

Class A  
Common Stock (3) ^ ^ ^ ^ ^ ^ 500 D ^

Class A  
Common Stock ^ ^ ^ ^ ^ ^ 0 I As Custodian for  
Child/Assoc II (7)

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RANKIN MATTHEW M  
NACCO INDUSTRIES, INC.                            Â            Â            Â            Member of a group  
5875 LANDERBROOK DRIVE, STE. 300  
MAYFIELD HEIGHTS,Â OHÂ 44124

## Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Mr.  
Rankin

02/13/2008

\_\_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 is co-trustee with his father.
- (2) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P .
- (3) As a member of a "group" deemed to own more than 10% of an equity security as a result of being a party to a Stockholders' Agreement, dated as of March 15, 1990, beneficially owned by each of the signatories to such agreement (the "Agreement"), the Reporting Person disclaims beneficial ownership of any such shares of Stock owned by any other signatory to the Agreement.
- (4) Held by Spouse. Reporting Person disclaims beneficially ownership of all such shares.
- (5) Held by Reporting Person as custodian for minor child. Reporting Person disclaims beneficial ownership of all such shares.
- (6) 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.
- (7) Held by Reporting Person as custodian for minor child. Shares represent the minor child's proportionate limited interests in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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.