

JEROME JENNIFER T
 Form 5
 February 14, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 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 *
JEROME JENNIFER T
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NACCO INDUSTRIES INC [NC]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300
 (Street)

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)

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)
				Amount	(A) or (D)	Price			
Class A Common Stock	02/02/2005	02/02/2005	G	104	A	\$ 0	21,919	D	^
Class A Common Stock	02/11/2005	02/11/2005	S4	600	D	\$ 105.37	21,319	D	^
Class A Common	02/25/2005	02/25/2005	S4	300	D	\$ 0	21,019	D	^

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Stock										
Class A Common Stock	03/04/2005	03/04/2005	S4	300	D	\$ 112	20,719	D		Â
Class A Common Stock	06/10/2005	06/10/2005	S4	500	D	\$ 105	20,219	D		Â
Class A Common Stock	06/14/2005	06/14/2005	S4	500	D	\$ 109.7	19,719	D		Â
Class A Common Stock	11/28/2005	11/28/2005	S4	1,000	D	\$ 115.22	18,719	D		Â
Class A Common Stock	08/01/2005	08/01/2005	J ⁽²⁾	2,767	A	\$ 0	21,486	D		Â
Class A Common Stock	08/01/2005	08/01/2005	J ⁽²⁾	2,767	D	\$ 0	0	I		By Trust 1 ⁽¹⁾

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	08/01/2005	08/01/2005	J ⁽²⁾	2,333	Â	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	2,333
Class B Common Stock	Â	08/01/2005	08/01/2005	J ⁽²⁾	Â	2,333	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	2,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEROME JENNIFER 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 Jennifer T. Jerome	02/14/2006
**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) Shares are held in an irrevocable trust of which Reporting Person is Trustee, for the benefit of Reporting Person.
- (2) Reporting Person transferred shares from trust account into her personal account. No change in beneficially ownership.
- (3) N/A

^

Remarks:

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

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