

RANKIN ALFRED M ET AL
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 ALFRED M ET AL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
NACCO INDUSTRIES, INC., 5875
LANDERBROOK DRIVE, STE.
300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Dir CEO Group Member / Dir CEO Group Member

MAYFIELD HEIGHTS, OH 44124

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Following 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)	Amount		
Class A Common Stock				(A)	32,800	I	By Trust 3 (Grandchildren) (12)
Class A Common Stock				(A)	37,917	I	By Trust/Daughter 2 (13)
Class A Common Stock				(A)	37,917	I	By Trust/Daughter 1 (13)
				(A)	2,000	I	

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Class A Common Stock			By Trust 4 (Charities) <u>(14)</u>
Class A Common Stock	26,608	I	By Trust 2 (SR) <u>(15)</u>
Class A Common Stock	30,000	I	By Trust (Unitrust) <u>(16)</u>
Class A Common Stock	48,803	I	By Assoc II <u>(17)</u>
Class A Common Stock	14,000	I	By IRA <u>(18)</u>
Class A Common Stock	5,294	I	By Assoc II/Daughter 2 <u>(19)</u>
Class A Common Stock	1,975	I	By RMI (Delaware) <u>(20)</u>
Class A Common Stock	106,615	I	By Trust (AMR) <u>(10)</u>
Class A Common Stock	66,017	I	By Trust (Assoc II-BTR) <u>(21)</u>
Class A Common Stock	20,284	I	By Spouse/Trust <u>(22)</u>
Class A Common Stock	5,294	I	By Assoc II/Daughter 1 <u>(19)</u>
Class A Common Stock	2,504	I	By Trust (Self-Declaration) <u>(23)</u>
Class A Common Stock	14,000	I	By Trust (CLTR) <u>(24)</u>
Class A Common Stock	0	I	By Trust (Assoc II-CLTR) <u>(25)</u>
Class A Common Stock	2,116	I	By Assoc II/Spouse <u>(26)</u>

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Stock										
Class A Common Stock	02/24/2005	02/24/2005	J ⁽³⁾	213,968	D	\$ 0	86,625	I	By RA4 (CLT) ⁽²⁾	
Class A Common Stock	02/24/2005	02/24/2005	J ⁽³⁾	42,288	D	\$ 0	17,119	I	By RA4 (BTR) ⁽⁵⁾	
Class A Common Stock	02/24/2005	02/24/2005	J ⁽³⁾	7,100	D	\$ 0	2,875	I	By RA4 ⁽⁶⁾	
Class A Common Stock	02/24/2005	02/24/2005	J ⁽³⁾	18	D	\$ 0	7	I	By GP ⁽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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	113,198
Class B Common Stock	\$ 0 <u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	126,507
Class B Common Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	46,052
Class B Common Stock	\$ 0 <u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	106,923

Class B Common Stock	\$ 0 ⁽¹⁾	02/24/2005	02/24/2005	J ⁽³⁾	213,968	⁽¹⁾	⁽¹⁾	Class A Common Stock	213,968
Class B Common Stock	\$ 0 ⁽¹⁾	02/24/2005	02/24/2005	J ⁽³⁾	18	⁽¹⁾	⁽¹⁾	Class A Common Stock	18
Class B Common Stock	\$ 0 ⁽¹⁾	02/24/2005	02/24/2005	J ⁽³⁾	42,288	⁽¹⁾	⁽¹⁾	Class A Common Stock	42,288
Class B Common Stock	\$ 0 ⁽¹⁾	02/24/2005	02/24/2005	J ⁽³⁾	7,100	⁽¹⁾	⁽¹⁾	Class A Common Stock	7,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124	X		Dir CEO Group Member	Dir CEO Group Member

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Alfred M.
Rankin, Jr.

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) N/A
- (2) (CTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Exchanged shares of Class A Common Stock held in Rankin Associates IV, L.P. for like amount of Class B Common Stock with another member of the Class B Group.
- (4) Represents the Preproting Person's proportionate limited partnership interest in shares of Rankin Associates Associates, IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (5) (BTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (7) (GP) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (8)

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Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

- (9) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (10) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Clara T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (11)
- (12) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
- (13) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----
- (15) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (16) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (17) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (18) Held in an Individual Retirement Account for the benefit of the Reporting Person.
Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (19)
- (20) 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.
Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (21)
- (22) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (23) Reporting Person serves as the Trustee of the Alfred M. Rankin, Jr., Self-Declaration Irrevocable Trust.
- (24) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Clara L. T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (25)
- (26) 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.

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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