

RANKIN VICTOIRE G
Form 5
February 14, 2008

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 *
RANKIN VICTOIRE G

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875 LANDERBROOK DRIVE, STE. 300

(Street)

MAYFIELD HEIGHTS, OH

(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)
12/31/2007

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)

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 (A) or Price (D)	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	20,443	I	By Trust ⁽¹⁾
Class A Common Stock	02/23/2007	02/23/2007	G	82	A \$ 0	38,599	I	By Spouse/Trust/Daughter 1 ⁽²⁾
	02/23/2007	02/23/2007	G	256	A \$ 0	5,910	I	

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Class A Common Stock									By Assoc II/Daughter 1 (3)
Class A Common Stock	02/23/2007	02/23/2007	G	256	A	\$ 0	5,910	I	By Assoc II/Daughter 2 (3)
Class A Common Stock	02/23/2007	02/23/2007	G	128	A	\$ 0	6,038	I	By Assoc II/Daughter 1 (3)
Class A Common Stock	02/23/2007	02/23/2007	G	128	A	\$ 0	6,038	I	By Assoc II/Daughter 2 (3)
Class A Common Stock	08/23/2007	08/23/2007	G	39	A	\$ 0	2,696	I	By Spouse (RA4) (4)
Class A Common Stock	08/23/2007	08/23/2007	G	39	A	\$ 0	15,704	I	By Spouse (BTR RA4) (5)
Class A Common Stock	09/19/2007	09/19/2007	J4(7)	2,500	A	\$ 0	12,500	I	By Trust (CLT) GRAT (6)
Class A Common Stock	09/19/2007	09/19/2007	J4(7)	54,459	A	\$ 0	133,411	I	By RA4 (CLT) GRAT (9)
Class A Common Stock	09/19/2007	09/19/2007	J4(7)	31,479	A	\$ 0	91,479	I	By Trust (Assoc II-BTR) GRAT (10)
Class A Common Stock	09/19/2007	09/19/2007	J4(7)	10,497	A	\$ 0	10,497	I	By Spouse RAI GRAT
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Delaware) (16)
Class A Common Stock	Â	Â	Â	Â	Â	Â	30,000	I	By Spouse/Trust (Unitrust) (17)
Class A Common Stock	Â	Â	Â	Â	Â	Â	135,445	I	By Spouse/Trust (11)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	By Spouse/Trust 4 (Charities) (18)
Class A Common	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II (19)

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Stock										
Class A Common Stock	Â	Â	Â	Â	Â	Â	38,517	I	By Spouse/Trust/Daughter 2 ⁽²⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	26,608	I	By Spouse/Trust 2 (Sr.) ⁽²⁰⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	14,000	I	By Spouse/IRA ⁽²¹⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	28,000	I	By Spouse/Trust 3 (GC) ⁽²²⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	0	I	By Spouse/Trust 7 (Self Decl 2) ⁽²³⁾	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By Spouse (GP) ⁽²⁴⁾	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock	\$ 0 ⁽⁸⁾	09/19/2007	09/19/2007	J4 ⁽⁷⁾	7,000	Â	Â ⁽⁸⁾	Â ⁽⁸⁾	Class A Common Stock	7,000
Class B Common Stock	\$ 0 ⁽⁸⁾	09/19/2007	09/19/2007	J4 ⁽⁷⁾	152,467	Â	Â ⁽⁸⁾	Â ⁽⁸⁾	Class A Common Stock	152,467
Class B Common Stock ⁽¹²⁾	\$ 0 ⁽⁸⁾	09/19/2007	09/19/2007	J4 ⁽⁷⁾	Â	46,052	Â ⁽⁸⁾	Â ⁽⁸⁾	Class A Common Stock	46,052
Class B Common	\$ 0 ⁽¹³⁾	09/19/2007	09/19/2007	J4 ⁽⁷⁾	46,052	Â	Â ⁽⁸⁾	Â ⁽⁸⁾	Class A Common	46,052

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- (12) 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.
- (13) No conversion or exercise occurred at this time .
- (14) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (15) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (16) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI"). Reporting Person disclaims beneficial ownership of all such shares.
- (17) Reporting Person's spouse 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.
- (18) Reporting Person's spouse 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.
- (19) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (20) Reporting Person's spouse serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin, Sr. Reporting Person disclaims beneficial ownership of all such shares.
- (21) Held in an Individual Retirement Account for the benefit of the Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (22) Reporting Person's spouse 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.
- (23) Reporting Person's spouse serves as the Trustee of the Alfred M. Rankin, Jr., Self-Declaration II Irrevocable Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (24) Represents Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by a Trust for the benefit of the Reporting Person's spouse, as general partner.

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Remarks:

"Remark on Insider Relationship" - 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.

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