

RANKIN ROGER F
Form 5
February 14, 2005

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 ROGER F

(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)
12/31/2004

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)
				(A)	or	(D)	Price		
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,000	I	By RMI (Delaware) (6)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,128	I	By Trust (Daughter 2) (7)
	Â	Â	Â	Â	Â	Â	75,210	I	By Trust (8)

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Class A Common Stock										
Class A Common Stock	10/25/2004	10/25/2004	G	48,438	A	\$ 0	52,208	I	By Assoc II <u>(1)</u>	
Class A Common Stock	12/28/2004	12/28/2004	G	160	A	\$ 0	52,368	I	By Assoc II <u>(1)</u>	
Class A Common Stock	12/28/2004	12/28/2004	G	639	D	\$ 0	51,729	I	By Assoc II <u>(1)</u>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	3,015	I	By Trust (Daughter 1) <u>(7)</u>	
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,400	I	By Spouse/Trust <u>(9)</u>	
Class A Common Stock	12/28/2004	12/28/2004	G	160	A	\$ 0	1,939	I	By Assoc II/Spouse <u>(4)</u>	
Class A Common Stock	12/28/2004	12/28/2004	G	639	A	\$ 0	9,202	I	By Assoc II/Daughter 1 <u>(5)</u>	
Class A Common Stock	12/28/2004	12/28/2004	G	639	A	\$ 0	11,090	I	By Assoc II/Daughter 2 <u>(5)</u>	

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)	Amount or Number of Shares
Class B Common	Â	Â	Â	Â	Â (A) Â (D)	Â <u>(2)</u> Â <u>(2)</u>	Class A Common	118,125

Stock								Stock	
Class B								Class A	
Common	10/25/2004	10/25/2004	G	18,581	(2)	(2)	(2)	Common	18,581
Stock								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ROGER F 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 Roger F. Rankin

02/14/2005

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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- (2) N/A
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, 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 daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the daughter. Reporting Person's spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (6) Represents the Reporting Person's proportionate interest in shares held by Rankin Management, Inc. ("RMI).
- (7) Held by Trust, Reporting Person's Spouse is Trustee for the benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (8) Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin.
- (9) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alison Rankin. 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

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