

RANKIN CHLOE O
Form 4/A
January 20, 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 CHLOE O

(Last) (First) (Middle)
5875 LANDERBROOK
DRIVE, SUITE 300
(Street)

MAYFIELD HEIGHTS, OH 44124
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
11/15/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title ___X___ Other (specify below) below)
Member of a Group

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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		
			Code	V	Amount		Price
Class A Common Stock					1,779	I	By Assoc <u>(1)</u>
Class A Common Stock					6,596	I	By Assoc <u>II/Daughter 2 (2)</u>
Class A Common Stock					3,096	I	By Assoc <u>II/Daughter 1 (3)</u>
Class A Common					3,596	I	By Assoc <u>II/Son (4)</u>

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Stock

Class A Common Stock ⁽⁵⁾	10/25/2004	10/25/2004	G	48,438	A	<u>(6)</u>	56,646	I	By Assoc II/Spouse ⁽⁷⁾
Class A Common Stock							4,850	I	By Custodian For Child ⁽⁸⁾
Class A Common Stock							2,000	I	By Spouse/RMI (Delaware) ⁽⁹⁾
Class A Common Stock ⁽⁵⁾	11/12/2004	11/12/2004	S	1,000	D	\$ 102.7	38,523	I	By Spouse/Trust ⁽¹⁰⁾
Class A Common Stock ⁽⁵⁾							9,295	I	By Trust ⁽¹¹⁾
Class A Common Stock							10,124	I	By Trust (Daughter1) ⁽¹²⁾
Class A Common Stock							7,790	I	By Trust/Son ⁽¹³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. P Der Sec (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock ⁽⁵⁾	<u>(6)</u>	10/25/2004	10/25/2004	G		3,934		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,934 <u>(6)</u>

Class B Common Stock ⁽⁵⁾	(6)	10/25/2004	10/25/2004	G	18,581	(6)	(6)	Class A Common Stock ⁽⁶⁾	18,581 ⁽⁶⁾
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	(6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN CHLOE O 5875 LANDERBROOK DRIVE SUITE 300 MAYFIELD HEIGHTS, OH 44124				Member of a Group

Signatures

Charles A.
Bittenbender/Attorney-in-fact
01/20/2005
Date

__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) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person's spouse is custodian for the Daughter. Reporting Person disclaims beneficial ownership of all such shares.
Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (3) 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.
Represents the Reporting Person's son'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 son. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (4) 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.
- (5) N/A
- (6) 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.
- (7) Held by Reporting Person's spouse as custodian for Daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (8) 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.
- (9) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- (11)
- (12)

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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.

- (13) Held by Trust, Reporting Person's spouse is Trustee for the benefit of Reporting Person's son. Reporting Person disclaims beneficial ownership of all such shares.
- (14) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, 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 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.