

LILLEY DAVID
Form 4
July 01, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LILLEY DAVID

2. Issuer Name and Ticker or Trading Symbol
PUBLIC SERVICE ENTERPRISE GROUP INC [PEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

80 PARK PLAZA

(Street)

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

NEWARK, NJ 07102

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|-----------------|
| Phantom Stock | (1) | 06/30/2009 | A(2) | 381.9126 | | | | | 08/08/1988(3) | 08/08/1988(3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LILLEY DAVID 80 PARK PLAZA NEWARK, NJ 07102 | X | | | |

Signatures

By: A. Battista, as Attorney-in-fact for D.
Lilley 06/30/2009

**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) Phantom stock converts to common stock on a 1-for-1 basis. Phantom stock represents the share equivalent of amount deferred under the Directors' Compensation Plan.
- (2) The shares of phantom stock become payable, in cash or common stock, at the election of the reporting person, upon the reporting person's termination of services as a director.
- (3) The derivative, phantom stock, does not have a corresponding exercisable date nor expiration date.

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.

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Schedule 13D/A

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Clara T. Rankin Williams

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO - See Item 3

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

472,371

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

472,371

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

29.6%

TYPE OF REPORTING PERSON*

14

IN

CUSIP No. 629579 20 02

Schedule 13D/A

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This Amendment No. 7 to Amended and Restated Schedule 13D (this *Amendment No. 7*) is hereby filed to update and supplement certain information with respect to beneficial ownership of shares of Class B Common Stock (the *Class B Common*) of NACCO Industries, Inc. (the *Company*) held by Rankin Associates I, L.P., a Delaware limited partnership (the *Partnership*), that appeared in the Amended and Restated Schedule 13D filed by the Reporting Persons on March 27, 2002 (the *Initial Filing*), as amended on October 24, 2002 (the *Amendment No. 1*), as further amended on February 17, 2004 (the *Amendment No. 2*), as further amended on February 15, 2005 (the *Amendment No. 3*), as further amended on February 14, 2006 (the *Amendment No. 4*), as further amended on February 13, 2008 (the *Amendment No. 5*) and as further amended on February 16, 2010 (the *Amendment No. 6*) (collectively, the *Filings*). This Amendment No. 7 reflects the beneficial ownership of shares of Class B Common by the Reporting Persons. Capitalized items used herein but not defined herein have the meanings assigned to them in the Initial Filing.

Item 2. Identity and Background

(a) (c) Item 2 of the Filings is hereby amended as follows:

The following new Reporting Persons shall be added:

Helen R. Butler. Ms. Butler's address is 7575 Old Mill Road, P.O. Box 477, Gates Mills, Ohio 44040. She is employed as a part-time consultant.

Clara T. Rankin Williams. Mrs. Williams' address is 1654 N. Dayton Street, Chicago, Illinois 60614. She is a jewelry designer.

Item 5. Interest in Securities of the Issuer.

The information appearing under the heading Item 5. Interest in Securities of the Issuer, which appears in the Filings, is hereby amended as follows:

(a) (b) Pursuant to the Act and regulations thereunder, the Reporting Persons may be deemed as a group to have beneficial ownership of 472,371 shares of the Class B Common, the aggregate number of shares of Class B Common that are held by the Partnership, which amount represents approximately 29.6% of the Class B Common outstanding on December 31, 2010.

The following new Reporting Persons shall be added:

Helen R. Butler. Ms. Butler shares the power to dispose of the 472,371 shares of Class B Common held by the Partnership with the other General Partners and other Limited Partners. The 472,371 shares of Class B Common beneficially owned by Ms. Butler constitute approximately 29.6% of the Class B Common outstanding on December 31, 2010.

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Clara T. Rankin Williams. Ms. Williams shares the power to dispose of the 472,371 shares of Class B Common held by the Partnership with the other General Partners and other Limited Partners. The 472,371 shares of Class B Common beneficially owned by Ms. Williams constitute approximately 29.6% of the Class B Common outstanding on December 31, 2010.

Item 7. Material to be Filed As Exhibits

Item 7 of the Filings is hereby amended by adding the following:

Exhibit 7 Power of Attorney of Helen R. Butler and Clara T. Rankin Williams.

[Signatures begin on the next page.]

[Remainder of page is left intentionally blank.]

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Schedule 13D/A
SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2011

Name: Rankin Associates I, L.P.

By: Main Trust of Alfred M. Rankin created under the Agreement dated as of September 28, 2000, as supplemented, amended and restated, between Alfred M. Rankin, Jr., as trustee, and Alfred M. Rankin, Jr., creating a trust for the benefit of Alfred M. Rankin, Jr. (successor in interest to the Trust created by the Agreement, dated August 30, 1967, as supplemented, amended and restated, between National City Bank, as trustee, and Alfred M. Rankin, Jr., creating a trust for the benefit of Alfred M. Rankin, Jr.), as one of its General Partners

By: /s/ Alfred M. Rankin, Jr.

Alfred M. Rankin, Jr., as Trustee

REPORTING INDIVIDUALS

By: /s/ Alfred M. Rankin, Jr.

Alfred M. Rankin, Jr., on behalf of himself, and as:

Attorney-in-Fact for Thomas T. Rankin*
Attorney-in-Fact for Claiborne R. Rankin*
Attorney-in-Fact for Roger F. Rankin*
Attorney-in-Fact for Bruce T. Rankin*
Attorney-in-Fact for Helen R. Butler**
Attorney-in-Fact for Clara T. Rankin Williams**

* The power of attorney authorizing the above named individual to act on behalf of each of the foregoing Reporting Persons is included in Exhibit 6 of the Initial Filing.

** The power of attorney authorizing the above named individual to act on behalf of each of the foregoing Reporting Persons is included in Exhibit 7 of this Amendment No. 7.