

SEELBACH SCOTT W
Form 5
February 12, 2009

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 *
SEELBACH SCOTT W

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH 44124

(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)
12/31/2008

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)	(A) or (D)	Price	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)
Class A Common Stock	11/13/2008	^	G	323	A	\$ 0	482	D	^
Class A Common Stock	11/13/2008	^	G	323	A	\$ 0	10,316	I	By Spouse/Trust (1)
	11/13/2008	^	G	323	A	\$ 0	482	I	

Class A Common Stock									By Trust/Child 1 <u>(2)</u>
Class A Common Stock	11/13/2008	Â	G	323	A	\$ 0	323	I	By Trust/Child 2 <u>(2)</u>
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	5,277	I	By Assoc II/Spouse <u>(3)</u>
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	5,823	I	By Assoc II/Spouse <u>(3)</u>
Class A Common Stock	11/13/2008	Â	G	537	A	\$ 0	537	I	By AssocII/Child 2 <u>(4)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,321	I	By Assoc II <u>(5)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	337	I	By AssocII/Child 1 <u>(4)</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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SEELBACH SCOTT W
NACCO INDUSTRIES, INC.
5875 LANDERBROOK DRIVE, STE. 300 Â Â Â Member of a group
MAYFIELD HEIGHTS,Â OHÂ 44124

Signatures

/s/ Suzanne S. Taylor,
attorney-in-fact 02/09/2009

 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) Held by Trust, Claiborne R. Rankin, Trustee, for the benefit of Reporting Person's Spouse. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Represents Reporting Person's child's trust. Reporting Person disclaims all beneficial ownership of such shares.
- (3) Represents the Reporting Person's spouse's proportionate limited partnership interests in shares held by Rankin Associates II, L. P. Reporting Person disclaims beneficial ownership of all such shares.
- (4) Represents the Reporting Person's child's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----

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Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.