

WILLIAMS DAVID B  
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 \*  
**WILLIAMS DAVID B**  
  
(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)  
**12/31/2008**

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	11/13/2008	^	G	323 A \$ 0	1,857	D	^
Class A Common Stock	11/13/2008	^	G	323 A \$ 0	38,922	I	By Spouse/Trust (1)
Class A Common	11/13/2008	^	G	323 A \$ 0	1,857	I	By Custodian for Child (2)

Stock										
Class A Common Stock	11/13/2008	Â	G	323	A	\$ 0	482	I		By Custodian for Child 2 <sup>(2)</sup>
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	4,827	I		By Assoc II <sup>(3)</sup>
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	7,131	I		By Assoc II/Spouse <sup>(4)</sup>
Class A Common Stock	11/13/2008	Â	G	546	A	\$ 0	7,677	I		By Assoc II/Spouse <sup>(4)</sup>
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	5,716	I		By Assoc II/Daughter <sup>(5)</sup>
Class A Common Stock	11/13/2008	Â	G	1,092	A	\$ 0	7,091	I		By Assoc II/Daughter2 <sup>(5)</sup>

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

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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. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director   10% Owner   Officer   Other  
 Â   Â   Â   Member of a group

WILLIAMS DAVID B  
NACCO INDUSTRIES, INC.  
5875 LANDERBROOK DRIVE, STE. 300  
MAYFIELD HEIGHTS, OH 44124

## Signatures

/s/Charles A. Bittenbender,  
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 through a trust of which the Reporting Person's spouse is co-trustee with her father. Reporting Person disclaims beneficial ownership of all such shares.
- (2) Held by Reporting Person's spouse as custodian for minor child. Reporting Person disclaims benefit ownership of all such shares.
- (3) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, 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 child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. Reporting Person disclaims beneficial ownership of all such shares.

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### Remarks:

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

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