

RANKIN VICTOIRE G
Form 4
February 28, 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 VICTOIRE G

(Last) (First) (Middle)

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

(Street)

MAYFIELD HEIGHTS, OH

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2005

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 Filing(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) | 5. Amount of Securities Beneficially Owned 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) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 7,000 |
| Class B Common Stock (8) | (1) | | | | | | (1) | (1) | Class A Common Stock | 46,052 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 126,507 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 113,198 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 106,923 |
| Class B Common Stock | \$ 0 (1) | 02/24/2005 | 02/24/2005 | J(3) | 213,968 | | (1) | (1) | Class A Common Stock | 213,968 |
| Class B Common Stock | \$ 0 (1) | 02/24/2005 | 02/24/2005 | J(5) | 7,100 | | (1) | (1) | Class A Common Stock | 7,100 |
| Class B Common Stock | \$ 0 (1) | 02/24/2005 | 02/24/2005 | J(5) | 18 | | (1) | (1) | Class A Common Stock | 18 |
| Class B Common Stock | \$ 0 (1) | 02/24/2005 | 02/24/2005 | J(5) | 42,288 | | (1) | (1) | Class A Common Stock | 42,288 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| RANKIN VICTOIRE G NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 | | | | Member of a Group |

MAYFIELD HEIGHTS, OH

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Victoire G.
Rankin

02/28/2005

__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) N/A
- (2) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person's spouse serves as the Trustee of the Trust which is held for the benefit of Clara LT Rankin. Reporting person disclaims beneficial ownership of all such shares.
- (3) proportionate limited partnership interest in shares of Rankin Associates II distributed to Rankin Associates IV.
- (4) represents the Reporting Person's spouse's proportionately limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims any beneficial ownership.
- (5) Exchanged shares of Class A Common stock held in Rankin Associates IV for like amount of Class B Common stock with another member of the Class B group.
- (6) Reporting Person's Spouse serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares .
- (7) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (8) 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.
- (9) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Alfred M. Rankin, Jr. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Represents Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- (11) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Clara L.T. Rankin. Reporting Person's spouse serves as the Trustee of the Trust. 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 an equity security as a result

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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