

NACCO INDUSTRIES INC

Form 4

February 15, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RANKIN ALFRED M ET AL

(Last) (First) (Middle)

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

(Street)

CLEVELAND, 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)
02/15/2007

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 ☒ Other (specify
below) below)
CEO / Group Member

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 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)
Class A Common Stock					38,517	I	By Trust/Daughter 1 ⁽³⁾
Class A Common Stock					2,000	I	By Trust 4 (Charities) ⁽⁴⁾
Class A Common Stock					26,608	I	By Trust 2 (SR) ⁽⁵⁾
Class A					30,000	I	By Trust

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Common Stock									(Unitrust) ⁽⁶⁾
Class A Common Stock						8,864	I		By Assoc II ⁽⁷⁾
Class A Common Stock						14,000	I		By IRA ⁽⁸⁾
Class A Common Stock						28,000	I		By Trust 3 (Grandchildren) ⁽⁹⁾
Class A Common Stock						38,517	I		By Trust/Daughter 2 ⁽³⁾
Class A Common Stock						5,654	I		By Assoc II/Daughter 2 ⁽¹⁰⁾
Class A Common Stock						1,975	I		By RMI (Delaware) ⁽¹¹⁾
Class A Common Stock	02/15/2007	02/15/2007	A ⁽²⁾	21,343	A	\$ 0	135,445	I	By Trust (AMR) ⁽¹⁾
Class A Common Stock						4,817	I		By Trust (Assoc II-BTR) ⁽¹²⁾
Class A Common Stock						20,361	I		By Spouse/Trust ⁽¹³⁾
Class A Common Stock						5,654	I		By Assoc II/Daughter 1 ⁽¹⁰⁾
Class A Common Stock						2,229	I		By Trust (CLTR) ⁽¹⁴⁾
Class A Common Stock						2,116	I		By Assoc II/Spouse ⁽¹⁵⁾
Class A Common Stock						6	I		By GP ⁽¹⁶⁾
Class A Common Stock						15,665	I		By RA4 (BTR) ⁽¹⁷⁾

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Class A Common Stock	2,657	I	By RA4 ⁽¹⁸⁾
Class A Common Stock	0	I	By RA4 (CLT) ⁽¹⁹⁾
Class A Common Stock	60,000	I	By Trust (AssocII-BTR) GRAT ⁽²⁰⁾
Class A Common Stock	10,000	I	By Trust CLTR/GRAT ⁽²¹⁾
Class A Common Stock	78,952	I	By Trust CLTR (RA4) GRAT
Class A Common Stock	20,000	I	By Assoc II/GRAT 1

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 (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 Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(22)</u>					<u>(22)</u>	<u>(22)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(22)</u>					<u>(22)</u>	<u>(22)</u>	Class A Common Stock	0

Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	113,198
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	7,438
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	19
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	43,862
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	0
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	221,040
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	106,923
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	126,507
Class B Common Stock	\$ 0 <u>(22)</u>	<u>(22)</u>	<u>(22)</u>	Class A Common Stock	46,052

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RANKIN ALFRED M ET AL NACCO INDUSTRIES, INC.	X		CEO	Group Member

5875 LANDERBROOK DRIVE, STE. 300
CLEVELAND, OH 44124

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Alfred M.
Rankin, Jr.

02/15/2007

____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) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
 - (2) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
 - (3) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
 - (4) Reporting Person serves as Trustee of Irrevocable Trust u/a/d 9/22/88, for the Benefit of Charities for a term of 20 years and then to grantor's grandchildren. Reporting Person disclaims beneficial ownership of all such shares.-----
 - (5) Reporting Person serves as Trustee of Trusts for the benefit of the Estate of Alfred M. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (6) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
 - (7) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
 - (8) Held in an Individual Retirement Account for the benefit of the Reporting Person.
 - (9) Reporting Person serves as Trustee of Trusts for the benefit of each of grantor's grandchildren. Each trust owns 4,800 shares. Reporting Person disclaims beneficial ownership of all such shares.
 - (10) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (11) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
 - (12) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (13) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (14) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
 - (15) 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.
 - (16) (GP)Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
 - (17) (BTR RAIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
 - (18) Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
 - (19) (CTR RAIV) Prepresents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Clara Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial

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ownership of all such shares.

- (20) Represents the proportionate limited partnership interest in Rankin Associates II, which is held in a qualified annuity interest trust for the benefit of Bruce T. Rankin.
- (21) Represents shares which are held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (22) N/A
- (23) 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 T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (24) 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 serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (25) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (26) Reporting Person serves as Trustee of a Trust for the benefit of the Clara L.T. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (27) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates Associates, IV, L.P. held by the Trust for the benefit of Reporting Person, as general partner.
- (28) Represents the proportionate limited partnership interest in RA4 shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.
- (29) Represents the proportionate limited partnership interest in Rankin Assoc I shares, which is held in a qualified annuity interest trust for the benefit of Clara LT Rankin.

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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