NACCO INDUSTRIES INC

Form 4 April 20, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

10% Owner

below)

Member of a group

Form filed by More than One Reporting

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading RANKIN MATTHEW M Issuer Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director Officer (give title __X_ Other (specify

04/18/2006

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

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

MAYFIELD HEIGHTS, OH 44124

below)

(City)	(State) (Z	Zip) Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Ber						of, or Beneficia	eficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit nAcquired Disposed (Instr. 3,	(A) o of (D)	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 (2)	03/24/2006	03/24/2006	G	V	240	A	\$ 0	4,234	I	By Assoc II		
Class A Common Stock (2)								1,048	I	By Assoc II/Spouse (5)		
Class A Common Stock	03/24/2006	03/24/2006	G	V	77	A	\$ 0	10,664	I	By Trust (3)		
Class A	04/18/2006	04/18/2006	J		500	D	\$0	10,164	I	By Trust (3)		

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Common Stock									
Class A Common Stock	03/24/2006	03/24/2006	G V	77	A	\$ 0	77	I	By Spouse (4)
Class A Common Stock (2)	04/18/2006	04/18/2006	J	500	A	\$ 0	500	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene

Follo Repo Trans (Insti

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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

RANKIN MATTHEW M NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124

Member of a group

Signatures

/s/Constantine E. Tsipis, attorney-in-fact for Mr. 04/20/2006 Rankin

> **Signature of Reporting Person Date

Reporting Owners 2

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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) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.
 - 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'
- (2) 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.
- (3) Held through a trust of which the Reporting Person is co-trustee with his father.
- (4) Held by Spouse. Reporting Person disclaims beneficially ownership of all such shares.
- (5) 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.

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.