

TAPLIN DAVID F
Form 5/A
March 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 *
TAPLIN DAVID F

(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)
02/17/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Dir. and 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) | 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) Amount Price | | | |
| Class A Common Stock | 11/28/2005 | Â | J4 ⁽¹⁾ | 104,513 A \$ 0 | 104,513 | I | Trust (MET) ⁽²⁾ |
| Class A Common Stock | 11/28/2005 | Â | S4 | 4,000 D \$ 115.89 | 100,513 | I | Trust (MET) ⁽²⁾ |
| | 11/29/2005 | Â | S4 | 5,000 D \$ 115.4 | 95,513 | I | |

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| | | | | | | | | | | |
|----------------------------|------------|---|----|--------|---|-----------|--------|---|--|---------------------------|
| Class A Common Stock | | | | | | | | | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | 01/10/2006 | Â | G5 | 529 | D | \$ 0 | 94,984 | I | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | 03/03/2006 | Â | S4 | 10,000 | D | \$ 143.79 | 84,984 | I | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | 01/03/2007 | Â | G5 | 616 | D | \$ 0 | 84,368 | I | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | 03/08/2007 | Â | S4 | 1,000 | D | \$ 136.98 | 83,368 | I | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | 01/02/2008 | Â | G | 240 | D | \$ 0 | 83,128 | I | | Trust (MET) <u>(2)</u> |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 17,459 | D | | Â |

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. Pri Deriv Secur (Instr. | | | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|-------------------------------------|--------|---|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Class B Common Stock | \$ 0 <u>(3)</u> | Â | Â | Â | Â | Â | Â <u>(3)</u> | Â <u>(3)</u> | Class A Common Stock | 15,883 | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| TAPLIN DAVID F NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 300 MAYFIELD HEIGHTS, OH 44124 | X | X | X | Dir. and Member of a Group |

Signatures

/s/ Charles A. Bittenbender,
attorney-in-fact

03/12/2009

**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).
- On November 28, 2005, the reporting person became the co-trustee of a trust for the benefit of his step-mother. The reporting person also holds a remainder interest in the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. Each of the Form 4s and Form 5's filed by the Reporting Person since November 28, 2005, did not reflect the number of Class A shares in this Trust which are reported on this Form 5.
- (1) Reporting Person serves as co-trustee with his step-sister, of a revocable trust held for the benefit of Reporting Person's step-mother. Reporting Person disclaims beneficial ownership of all such shares
 - (2) N/A
 - (3) N/A

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.