

NATCO GROUP INC
Form 4
July 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
CURCIO ROBERT A

(Last) (First) (Middle)

C/O NATCO GROUP INC., 2950
NORTH LOOP WEST, SUITE 700

(Street)

HOUSTON, TX 77092

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NATCO GROUP INC [NTG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2006

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)
Senior Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	06/29/2006		M		40,000	A	\$ 8.81
Common stock	06/29/2006		M		26,667	A	\$ 10
Common stock	06/29/2006		M		15,000	A	\$ 12.91
Common stock	06/29/2006		M		13,350	A	\$ 6.27
Common stock	06/29/2006		M		3,467	A	\$ 8.055

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Common stock	06/29/2006	S	100	D	\$ 40.17	112,807	D
Common stock	06/29/2006	S	2,500	D	\$ 39.75	110,307	D
Common stock	06/29/2006	S	200	D	\$ 40.12	110,107	D
Common stock	06/29/2006	S	500	D	\$ 40.1	109,607	D
Common stock	06/29/2006	S	300	D	\$ 40.08	109,307	D
Common stock	06/29/2006	S	6,400	D	\$ 40.07	102,907	D
Common stock	06/29/2006	S	2,900	D	\$ 40	100,007	D
Common stock	06/29/2006	S	3,000	D	\$ 39.99	97,007	D
Common stock	06/29/2006	S	7,300	D	\$ 39.98	89,707	D
Common stock	06/29/2006	S	2,800	D	\$ 39.97	86,907	D
Common stock	06/29/2006	S	27,200	D	\$ 39.95	59,707	D
Common stock	06/29/2006	S	6,100	D	\$ 39.94	53,607	D
Common stock	06/29/2006	S	1,400	D	\$ 39.93	52,207	D
Common stock	06/29/2006	S	1,500	D	\$ 39.92	50,707	D
Common stock	06/29/2006	S	2,100	D	\$ 39.91	48,607	D
Common stock	06/29/2006	S	4,000	D	\$ 39.9	44,607	D
Common stock	06/29/2006	S	2,200	D	\$ 39.89	42,407	D
Common stock	06/29/2006	S	5,100	D	\$ 39.88	37,307	D
Common stock	06/29/2006	S	1,100	D	\$ 39.87	36,207	D
Common stock	06/29/2006	S	1,100	D	\$ 39.86	35,107	D
	06/29/2006	S	1,100	D		34,007	D

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Common stock						\$ 39.85		
Common stock	06/29/2006	S	1,684	D		\$ 39.84	32,323	D
Common stock	06/29/2006	S	700	D		\$ 39.83	31,623	D
Common stock	06/29/2006	S	300	D		\$ 39.82	31,323	D
Common stock	06/29/2006	S	900	D		\$ 39.81	30,423	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 8.81	06/29/2006		M	40,000	06/30/1999 ⁽¹⁾	06/30/2008	common stock	40,000
Stock option (right to buy)	\$ 10	06/29/2006		M	26,667	01/01/2001 ⁽¹⁾	01/01/2010	common stock	26,667
Stock option (right to buy)	\$ 12.91	06/29/2006		M	15,000	05/25/2002 ⁽¹⁾	05/25/2011	common stock	15,000
Stock option (right to buy)	\$ 6.27	06/29/2006		M	13,350	12/07/2002 ⁽¹⁾	12/07/2011	common stock	13,350

Stock option (right to buy) \$ 8.055 06/29/2006 M 3,467 09/09/2005⁽²⁾ 09/09/2014 common stock 10,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURCIO ROBERT A C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092			Senior Vice President	

Signatures

Robert A. Curcio 06/30/2006

**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) Options vested in one-quarter increments on the first through fourth anniversaries of the date of grant. Date exercisable given is the date of the first such anniversary for such option. The number indicated represents all of the granted and vested options in the grant.
- (2) Options vested in one-third increments on the first through third anniversaries of the date of grant. Date exercisable given is the date of the first such anniversary for such option. The number exercised represents all of the currently vested options in the grant.

Remarks:

Form 1 of 2

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.