NATCO GROUP INC

Form 4 June 04, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

Common

stock (3)

06/01/2007

(Print or Type Responses)

1. Name and A ALLAN KI	Address of Reporting EITH K	Person * 2. Issu Symbol	uer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		CO GROUP INC [NTG]	(Check all applicable)			
C/O NATO	CO GROUP INC.,	(Month, 2950 06/01/	n/Day/Year)	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
HOUSTON	(Street) J, TX 77092		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	able 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)	Code (Instr. 3, 4 and 5)	O) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common stock	06/01/2007(1)		F 150 $\frac{D}{(2)}$ \$ 44.0	05 11,750 D			

2,500

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

Α

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

14,250

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
							Date	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

ALLAN KEITH K C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092



Signatures

Katherine P. Ellis, Attorney-in-fact for Keith K. Allan

06/04/2007

**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) Represents the date restrictions lapsed on these shares of restricted stock originally awarded on June 1, 2006.
- Represents the number of shares withheld by the Company to satisfy the tax withholding obligation with respect to recipient's shares on **(2)** the date the restrictions lapsed, as provided in the restricted stock agreement with respect to the award.
- Represents an award of restricted stock pursuant to a stockholder approved incentive compensation plan. Restrictions on the award lapse 100% after one year of service, or on June 1, 2008, or sooner, on the death, disability or retirement after age 68 of the recipient, or upon a **(3)** corporate change. The stock was issued on June 1, 2007, and therefore has no expiration date, but could be forfeited if service ends prior to June 1, 2008, under certain circumstances.

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.

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