

NATCO GROUP INC

Form 4

July 03, 2006

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

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	54,423	D
Common stock	06/29/2006		M		26,667	A	\$ 10	81,090	D
Common stock	06/29/2006		M		15,000	A	\$ 12.91	96,090	D
Common stock	06/29/2006		M		13,350	A	\$ 6.27	109,440	D
Common stock	06/29/2006		M		3,467	A	\$ 8.055	112,907	D

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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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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)			
				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
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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
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**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.