#### NATCO GROUP INC

Form 4 June 08, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Form 5

(Print or Type Responses)

| 1. Name and Address of Reporting Person |
|---|
| CLIDCIO DODEDT A                        |

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

### NATCO GROUP INC [NTG]

(First) (Middle) (Last)

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

06/06/2007

Director 10% Owner X\_ Officer (give title Other (specify

below)

(Check all applicable)

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

(Street)

(State)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

Senior Vice President 6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

HOUSTON, TX 77092

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common stock -

14,634 (2) 06/06/2007 D

restricted stock (1)

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day) | ate                | 7. Title and L<br>Underlying S<br>(Instr. 3 and | Securities                             |
|---|---|--------------------------------------|---|--|--|---|--------------------|---|--|
|   |   |                                      |   | Code V                                 | (A) (D)  | Date<br>Exercisable                         | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock Option - Right to Buy                         | \$ 44.7   | 06/06/2007                           |   | A                                      | 6,680  | <u>(3)</u>                                  | 06/06/2014         | Common<br>stock                                 | 6,680                                  |

# **Reporting Owners**

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

# **Signatures**

Robert A.
Curcio

\*\*Signature of Reporting Person

Curcio

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).
  - Restrictions on this grant of restricted stock lapse (a) as to all of the shares on June 6, 2010, provided that the recipient has continuously served as an employee from the date of the award until such date or, (b) if earlier, pursuant to the applicable incentive plan or upon
- (1) occurrence of a Corporate Change as defined in such plan, provided, in either case, that the employee has been continuously employed by the Company or a subsidiary on such date or the date of such Corporate Change. The shares are subject to forfeiture upon termination of employment prior to the time the restrictions lapse.
- (2) Direct ownership includes an aggregate of 11,390 shares of restricted stock subject to restrictions and risk of forfeiture, including the shares reported in this transaction.
- (3) Stock options vest in 1/3 increments on the first, second and third anniversaries of the date of grant, subject to continued employment by the Company or a subsidiary on the applicable date. The first third will vest on June 6, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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