

NATCO GROUP INC
Form 3
January 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Thompson Joseph Scott | | (Month/Day/Year) | NATCO GROUP INC [NTG] | |
| (Last) | (First) | (Middle) | 01/02/2008 | |
| 11210 EQUITY DRIVE | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| HOUSTON,Â TXÂ 77041 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP-HR&Administration | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 1. Title of Security (Instr. 4) | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common stock - restricted stock ⁽¹⁾ | | 1,500 | D | Â |
| Common stock - restricted stock ⁽²⁾ | | 7,610 | D | Â |

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common stock - restricted stock ⁽¹⁾ | 1,500 | D | Â |
| Common stock - restricted stock ⁽²⁾ | 7,610 | D | Â |

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|---|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock options (right to buy) | Â (3) | 04/10/2016 | Common stock | 10,000 | \$ 27.74 | D | Â |
| Stock options (right to buy) | Â (4) | 06/06/2014 | Common stock | 2,460 | \$ 44.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Joseph Scott 11210 EQUITY DRIVE HOUSTON, TX 77041 | Â | Â | Â SVP-HR&Administration | Â |

Signatures

J. Scott
Thompson

01/10/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restrictions on this grant will lapse on the third anniversary of the grant date (04/10/09), subject to the reporting person remaining employed by the company through the lapse date. Restrictions may lapse earlier in the event of a change in control as defined under the incentive compensation plan applicable to the grant or as otherwise provided in that plan. The shares are subject to risk of forfeiture prior to the time the restrictions lapse.
 - (2) Restrictions on this grant will lapse on the third anniversary of the grant date (06/06/10), subject to the reporting person remaining employed by the company through the lapse date. Restrictions may lapse earlier in the event of a change in control as defined under the incentive compensation plan applicable to the grant or as otherwise provided in that plan. The shares are subject to risk of forfeiture prior to the time the restrictions lapse.
 - (3) Options vest in one-third increments on the first, second and third anniversaries of the grant date. The first third vested on 04/10/07, and the remaining thirds will vest on 04/10/08 and 04/10/09, respectively.
 - (4) Options vest in one-third increments on the first, second and third anniversaries of the grant date. The first third will vest on 06/06/08, and the remaining thirds will vest on 06/06/09 and 06/06/10, respectively.

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.