Edgar Filing: Eriksen Knut - Form 4

Eriksen Knut											
Form 4											
November 18	, 2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington D.C. 20540							-	APPROVAL 3235-0287			
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI 					e Act of 1934, f 1935 or Sectio	Expires:January 31Expires:200Estimated averageburden hours perresponse0.3					
(Print or Type Ro	esponses)										
Eriksen Knut Sym			2. Issuer Name and Ticker or Trading Symbol				5	5. Relationship of Reporting Person(s) to Issuer			
			NATCO GROUP INC [NTG]					(Check all applicable)			
(Mont			Date of Earliest Transaction Ionth/Day/Year) I/18/2009					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON,	TX 77041							_X_ Form filed by 0 Form filed by M Person			
(City)	(State) (Z	Zip)	Table I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if Transad Code	8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	posed	of	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)	
Common Stock	11/18/2009		D		29,028	D	<u>(1)</u>	0	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Eriksen Knut 11210 EQUITY DRIVE, SUITE 100 HOUSTON, TX 77041			Senior Vice President					
Signatures								
By: Grace B. Holmes For: Knut	11/18	/2009						

Eriksen

**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).

Disposed of pursuant to merger agreement between issuer and Cameron International Corporation ("Cameron") in exchange for 34,398 (1) shares of Cameron common stock having a market value of \$41.37 per share on the day preceding the effective date of the merger.

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.