

NATCO GROUP INC

Form 4

May 15, 2007

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

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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)
05/15/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common stock	05/15/2007		M		3,467	A \$ 8.055	10,082	D	
Common stock	05/15/2007		M		2,414	A \$ 11.43	12,496	D	
Common stock	05/15/2007		S		300	D \$ 40.15	12,196	D	
Common stock	05/15/2007		S		981	D \$ 40.21	11,215	D	
Common stock	05/15/2007		S		1,271	D \$ 40.22	9,944	D	

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Common stock	05/15/2007	S	100	D	\$ 40.25	9,844	D
Common stock	05/15/2007	S	500	D	\$ 40.16	9,344	D
Common stock	05/15/2007	S	300	D	\$ 40.27	9,044	D
Common stock	05/15/2007	S	2,300	D	\$ 40.3	6,744	D
Common stock	05/15/2007	S	800	D	\$ 40.34	5,944	D

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

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(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 (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)	8. Amount or Number of Shares
Options (right to buy)	\$ 8.055	05/15/2007		M	3,467	09/09/2006 09/09/2014	Common stock	3,467
Options (right to buy)	\$ 11.43	05/15/2007		M	2,414	06/13/2006 06/13/2015	Common stock	2,414

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CURCIO ROBERT A C/O NATCO GROUP INC.	Senior Vice

2950 NORTH LOOP WEST, SUITE 700
HOUSTON, TX 77092

President

Signatures

Robert A.
Curcio

05/15/2007

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).

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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