

NATCO GROUP INC  
Form 4  
July 03, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify 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 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.

**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.**

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**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)	Amount or Number of Shares	
				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 <sup>(1)</sup>	06/30/2008	common stock	40,000
Stock option (right to buy)	\$ 10	06/29/2006		M	26,667	01/01/2001 <sup>(1)</sup>	01/01/2010	common stock	26,667
Stock option (right to buy)	\$ 12.91	06/29/2006		M	15,000	05/25/2002 <sup>(1)</sup>	05/25/2011	common stock	15,000
Stock option (right to buy)	\$ 6.27	06/29/2006		M	13,350	12/07/2002 <sup>(1)</sup>	12/07/2011	common stock	13,350

