NATCO GROUP INC

Form 4 July 11, 2008

FORM 4

OMB APPROVAL

UNITED ST	TATES SECURITIES AND EXCHANGE COMMISSION
	Washington, D.C. 20549

SECURITIES

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
CURCIO ROBERT A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

NATCO GROUP INC [NTG]

(Check all applicable)

Executive Vice President

C/O NATCO GROUP INC., 11210

(Street)

(State)

(Zip)

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

07/09/2008

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

6. Individual or Joint/Group Filing(Check

EQUITY DRIVE, SUITE 100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

HOUSTON, TX 77041

(City)

stock (1)

		1 av.	able 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common stock - restricted	07/09/2008		A	5,510	A	\$ 48 185	20,144 (2)	D	

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)

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. Transacti Code (Instr. 8)	TransactionDerivative Code Securities		cisable and vate (Year)	7. Title and Lunderlying S (Instr. 3 and	Securities	\$ 1 2 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to	\$ 48.185	07/09/2008		A	12,330	(3)	07/09/2015	Common stock	12,330	

Relationships

Vice

President

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
RCIO ROBERT A			Evacutiva	
NATCO CROUD INC			Executive	

CURCIO ROBERT A C/O NATCO GROUP INC. 11210 EQUITY DRIVE, SUITE 100 HOUSTON, TX 77041

Signatures

Robert A. 07/11/2008 Curcio

**Signature of Date
Reporting Person

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 July 9, 2011, 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 16,900 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 July 9, 2009.

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.

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