

WINOKUR HERBERT S JR
 Form 4/A
 November 23, 2005

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 *
 WINOKUR HERBERT S JR

2. Issuer Name and Ticker or Trading Symbol
 NATCO GROUP INC [NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 30 EAST ELM STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2005

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

GREENWICH, CT 06830

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/21/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock, par value \$0.01 per share | 11/17/2005 | 11/17/2005 | J ⁽¹⁾ | 3,087,021 ⁽¹⁾ | D \$ 0 16,834 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WINOKUR HERBERT S JR 30 EAST ELM STREET GREENWICH, CT 06830 | X | X | | |
| Capricorn Investors II, L.P. 30 EAST ELM STREET GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Herbert S. Winokur, Jr. | 11/23/2005 |
| **Signature of Reporting Person | Date |
| Capricorn Investors II, L.P. By: Capricorn Holdings, LLC, its General Partner By: /s/ Herbert S. Winokur, Jr. , Managing Member | 11/23/2005 |
| **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).
- (1) As previously disclosed in the original filing, this line represents the distribution by Capricorn Investors II, L.P. ("Capricorn") of 3,087,021 shares of NATCO Group Inc. ("Shares") to its partners (including entities in which Mr. Winokur has an interest) in a pro rata distribution based on their capital accounts. Prior to such distribution, Capricorn held 3,089,521 Shares and 14,334 options to purchase Shares, which options are currently exercisable. After such distribution, Capricorn will continue to own 14,334 options to purchase Shares, which options are currently exercisable, and 2,500 Shares it acquired in 2005. This amendment is to modify the original filing to clearly reflect the above transaction and to modify box 6 to reflect the joint filing.

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.