

NATCO GROUP INC  
Form 4  
June 24, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Eriksen Knut

(Last) (First) (Middle)

C/O NATCO GROUP INC., 11210  
EQUITY DRIVE, SUITE 100

(Street)

HOUSTON, TX 77041

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP - Engineered Systems

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
				(A) or (D)	Price		
Common Stock	06/20/2008		X		8,333 A \$ 21.8	27,553	D
Common Stock	06/20/2008		S		400 D \$ 53.5	27,153	D
Common Stock	06/20/2008		S		200 D \$ 53.51	26,953	D
Common Stock	06/20/2008		S		100 D \$ 53.52	26,853	D
Common Stock	06/20/2008		S		100 D \$ 53.53	26,753	D

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Common Stock	06/20/2008	S	300	D	\$ 53.55	26,453	D
Common Stock	06/20/2008	S	600	D	\$ 53.56	25,853	D
Common Stock	06/20/2008	S	600	D	\$ 53.57	25,253	D
Common Stock	06/20/2008	S	800	D	\$ 53.58	24,453	D
Common Stock	06/20/2008	S	600	D	\$ 53.59	23,853	D
Common Stock	06/20/2008	S	700	D	\$ 53.6	23,153	D
Common Stock	06/20/2008	S	633	D	\$ 53.61	22,520	D
Common Stock	06/20/2008	S	100	D	\$ 53.63	22,420	D
Common Stock	06/20/2008	S	1,400	D	\$ 53.64	21,020	D
Common Stock	06/20/2008	S	100	D	\$ 53.8	20,920	D
Common Stock	06/20/2008	S	500	D	\$ 53.9	20,420	D
Common Stock	06/20/2008	S	600	D	\$ 53.91	19,820	D
Common Stock	06/20/2008	S	200	D	\$ 53.96	19,620	D
Common Stock	06/20/2008	S	400	D	\$ 54.02	19,220	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 Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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(Instr. 3, 4,  
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 21.8	06/20/2008	X				01/09/2008	01/09/2016	Common stock	8,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eriksen Knut C/O NATCO GROUP INC. 11210 EQUITY DRIVE, SUITE 100 HOUSTON, TX 77041			SVP - Engineered Systems	

## Signatures

/s/ Knut Eriksen                      06/24/2008

\_\_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).

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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