

NATCO GROUP INC
Form 4
August 31, 2007

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 *
ELLIS KATHERINE P

(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)
08/30/2007

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)
Senior VP & General Counsel

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	08/30/2007		X		25,000	A	\$ 5.7
Common Stock	08/30/2007		S		100	D	\$ 49.11
Common Stock	08/30/2007		S		135	D	\$ 49.13
Common Stock	08/30/2007		S		200	D	\$ 49.14
Common Stock	08/30/2007		S		100	D	\$ 49.16

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Common Stock	08/30/2007	S	100	D	\$ 49.18	34,635	D
Common Stock	08/30/2007	S	100	D	\$ 49.19	34,535	D
Common Stock	08/30/2007	S	165	D	\$ 49.2	34,370	D
Common Stock	08/30/2007	S	300	D	\$ 49.23	34,070	D
Common Stock	08/30/2007	S	100	D	\$ 49.24	33,970	D
Common Stock	08/30/2007	S	1,200	D	\$ 49.25	32,770	D
Common Stock	08/30/2007	S	2,346	D	\$ 49.3	30,424	D
Common Stock	08/30/2007	S	154	D	\$ 49.31	30,270	D
Common Stock	08/30/2007	S	200	D	\$ 49.32	30,070	D
Common Stock	08/30/2007	S	100	D	\$ 49.33	29,970	D
Common Stock	08/30/2007	S	100	D	\$ 49.36	29,870	D
Common Stock	08/30/2007	S	600	D	\$ 49.45	29,270	D
Common Stock	08/30/2007	S	100	D	\$ 49.48	29,170	D
Common Stock	08/30/2007	S	1,100	D	\$ 49.5	28,070	D
Common Stock	08/30/2007	S	300	D	\$ 49.64	27,770	D
Common Stock	08/30/2007	S	1,500	D	\$ 49.7	26,270	D
Common Stock	08/30/2007	S	200	D	\$ 49.71	26,070	D
Common Stock	08/30/2007	S	400	D	\$ 49.72	25,670	D
Common Stock	08/30/2007	S	800	D	\$ 49.73	24,870	D
Common Stock	08/30/2007	S	500	D	\$ 49.75	24,370	D
	08/30/2007	S	600	D		23,770	D

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Common Stock						\$ 49.76		
Common Stock	08/30/2007		S	300	D	\$ 49.77	23,470	D
Common Stock	08/30/2007		S	600	D	\$ 49.79	22,870	D
Common Stock	08/30/2007		S	3,700	D	\$ 49.8	19,170	D
Common Stock	08/30/2007		S	200	D	\$ 49.82	18,970	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. 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. Amount or Number of Shares
Stock option (right to buy)	\$ 5.7	08/30/2007	08/30/2007	X	25,000	⁽¹⁾ 03/23/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIS KATHERINE P C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092			Senior VP & General Counsel	

Signatures

Katherine P.
Ellis

08/31/2007

__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).
- (1) Options vested in four equal annual installments between March 23, 2004 and March 23, 2007.

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