

NATCO GROUP INC
Form 4
June 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WINOKUR HERBERT S JR

(Last) (First) (Middle)
30 EAST ELM STREET
(Street)
GREENWICH, CT 06830
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2005

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)

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 Ownership (Instr. 4)
Class A Common Stock par value \$0.01 per share	06/01/2005	06/01/2005	A	5,000	\$ 11.165 (1)	4,949,400 (2) (3)	I (2) (3) See Notes 2 and 3

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		

Signatures

/s/ HERBERT S.
WINOKUR, JR. 06/03/2005

**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) Restrictions on this grant of restricted stock lapse 100% after one year of service, or on June 1, 2006, or sooner on the death, disability or retirement after age 68 of the recipient, or upon a corporate change. The stock was issued on June 1, 2005, and therefore has no expiration date, but could be forfeited if service ends prior to June 1, 2006, under certain circumstances. Mr. Winokur holds such shares for the benefit of Capricorn Investors II, L.P. ("Capricorn II"). See Note 2.
- Of such 4,949,400 shares, Mr. Winokur holds 26,428 shares directly & 1,835,951 shares through Capricorn Holdings, Inc., of which Mr. Winokur is the sole stockholder. The remaining 3,087,021 shares are held by Capricorn II. Such 4,949,400 shares excludes (i) 5,000 restricted shares held directly by Mr. Winokur for the benefit of Capricorn II, for which the restrictions lapse as to 2,500 shares on July 15, 2005 and as to the remaining 2,500 shares on June 3, 2006 and (ii) the 5,000 restricted shares referenced in footnote 1 above. For purposes of Section 16(b) of the Exchange Act, Mr. Winokur disclaims beneficial ownership of Capricorn II's shares in excess of his pecuniary interest therein.
- (2) Mr. Winokur is the managing member of Capricorn Holdings, LLC, the general partner of Capricorn II and, as such, may be deemed to have both voting and investment power over such shares. Mr. Winokur may be deemed to have a pecuniary interest in Capricorn II's shares through his membership interest in Winokur Family Investors LLC, which is a limited partner of Capricorn II and a member of Capricorn Holdings LLC. For purposes of Section 16(b) of the Exchange Act, Mr. Winokur disclaims beneficial ownership of Capricorn II's shares in excess of his pecuniary interest.

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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