#### FITZGERALD RICHARD W

Form 4

August 21, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

1. Name and Address of Reporting Person \* FITZGERALD RICHARD W

2. Issuer Name and Ticker or Trading Symbol

NATCO GROUP INC [NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First)

(Street)

C/O NATCO GROUP INC., 2950

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

08/18/2006

Director 10% Owner Other (specify X\_ Officer (give title

below) Senior VP & CFO

NORTH LOOP WEST, SUITE 700

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### HOUSTON, TX 77092

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common stock	08/18/2006		M	50,001	A	\$ 6.6	64,041	D	
Common stock	08/18/2006		M	3,467	A	\$ 8.055	67,508	D	
Common stock	08/18/2006		M	2,404	A	\$ 11.43	69,912	D	

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

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#### number.

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. Transactic Code (Instr. 8)	5. Number of tionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 6.6	08/18/2006		M		50,001	<u>(1)</u>	05/28/2013	Common stock	50,001
Stock Option - Right to Buy	\$ 8.055	08/18/2006		M		3,467	<u>(2)</u>	09/09/2014	Common stock	3,467
Stock Option - Right to Buy	\$ 11.43	08/18/2006		M		2,404	(3)	06/13/2015	Common stock	2,404

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FITZGERALD RICHARD W C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092

Senior VP & CFO

# **Signatures**

Richard W.
FitzGerald

\*\*Signature of Reporting Person

Richard W.

08/21/2006

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)** 

Reporting Owners 2

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Recipient was granted a total of 66,667 options to acquire common stock of NATCO Group Inc. on 5/28/03, vesting in four installments on the first through fourth anniversaries of the date of grant. The first such installment vested on 5/28/04.

- (2) Recipient was granted a total of 10,400 options to acquire common stock of NATCO Group Inc. on 9/9/04, vesting in three installments on the first through third anniversaries of the date of grant. The first such installment vested on 9/9/05.
- (3) Recipient was granted a total of 7,212 options to acquire common stock of NATCO Group Inc. on 6/13/05, vesting in three installments on the first through third anniversaries of the date of grant. The first such installment vested on 6/13/06.

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.