NATCO GROUP INC

Form 4 June 03, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287 January 31,

2005

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

obligations

Check this box

may continue. See Instruction

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

1(b).

(Last)

share

(Print or Type Responses)

1. Name and Address of Reporting Person \* WINOKUR HERBERT S JR

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

NATCO GROUP INC [NTG]

3. Date of Earliest Transaction

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

(Check all applicable)

(Month/Day/Year) 06/03/2005

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

Person

GREENWICH, CT 06830

30 EAST ELM STREET

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, 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. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d 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)
Class A Common Stock par value \$0.01 per	06/01/2005	06/01/2005	A	5,000	A	\$ 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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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date	Title Number			
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				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. 06/03/2005 WINOKUR, JR.

\*\*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).
- 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.
  - 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
- (3) 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.

Reporting Owners 2

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