

NATCO GROUP INC
Form 4
August 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
LILES RYAN S

(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)
08/16/2005

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)
VP and Controller

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	08/16/2005		M	2,200 A \$ 8.375	4,911 ⁽³⁾	D	
Common stock	08/16/2005		S	1,900 D \$ 18.4	3,011	D	
Common stock	08/16/2005		S	300 D \$ 18.44	2,711	D	
Common stock	08/17/2005		M	7,800 A \$ 8.375	10,511	D	
Common stock	08/17/2005		M	5,000 A \$ 8.8125	15,511	D	

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Common stock	08/17/2005	M	3,750	A	\$ 6.27	19,261	D
Common stock	08/17/2005	M	1,250	A	\$ 7.11	20,511	D
Common stock	08/17/2005	S	200	D	\$ 18.39	20,311	D
Common stock	08/17/2005	S	3,700	D	\$ 18.4	16,611	D
Common stock	08/17/2005	S	400	D	\$ 18.15	16,211	D
Common stock	08/17/2005	S	600	D	\$ 18.06	15,611	D
Common stock	08/17/2005	S	500	D	\$ 18.05	15,111	D
Common stock	08/17/2005	S	400	D	\$ 17.99	14,711	D
Common stock	08/17/2005	S	2,000	D	\$ 17.96	12,711	D
Common stock	08/17/2005	S	1,200	D	\$ 17.95	11,511	D
Common stock	08/17/2005	S	1,700	D	\$ 17.91	9,811	D
Common stock	08/17/2005	S	500	D	\$ 17.9	9,311	D
Common stock	08/17/2005	S	200	D	\$ 17.88	9,111	D
Common stock	08/17/2005	S	100	D	\$ 17.83	9,011	D
Common stock	08/17/2005	S	100	D	\$ 17.87	8,911	D
Common stock	08/17/2005	S	1,200	D	\$ 17.55	7,711	D
Common stock	08/17/2005	S	1,300	D	\$ 18.25	6,411	D
Common stock	08/17/2005	S	900	D	\$ 17.98	5,511	D
Common stock	08/17/2005	S	300	D	\$ 17.84	5,211	D
Common stock	08/17/2005	S	100	D	\$ 17.86	5,111	D
	08/17/2005	S	300	D	\$ 17.75	4,811	D

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Common stock							
Common stock	08/17/2005		S	200	D	\$ 17.7	4,611 D
Common stock	08/17/2005		S	200	D	\$ 17.635	4,411 D
Common stock	08/17/2005		S	1,600	D	\$ 17.5	2,811 D
Common stock	08/17/2005		S	100	D	\$ 17.45	2,711 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 (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)	Amount or Number of Shares
Stock option (right to buy)	\$ 8.375	08/16/2005		M	2,200	04/24/2001 ⁽¹⁾ 04/24/2010	Common stock	2,200
Stock option (right to buy)	\$ 8.375	08/17/2005		M	7,800	04/24/2001 ⁽¹⁾ 04/24/2010	Common stock	7,800
Stock option (right to buy)	\$ 8.8125	08/17/2005		M	5,000	01/19/2002 ⁽¹⁾ 01/19/2011	Common stock	5,000
Stock option	\$ 7.11	08/17/2005		M	3,750	12/07/2002 ⁽²⁾ 12/07/2011	Common stock	3,750

