#### NATCO GROUP INC

Form 4 January 07, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287 ber: January 31,

**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

1(b).

(Print or Type Responses)

	Address of Reporting HY PATRICK M	Sy	2. Issuer Name <b>and</b> mbol ATCO GROUF			g	5. Relationship of Issuer	, ,	,
( <b>N</b>			3. Date of Earliest Transaction (Month/Day/Year) 01/07/2008				(Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President & Chief Operating Of		
HOUSTON	(Street)		If Amendment, DaylYear	U			6. Individual or Jo Applicable Line) _X_ Form filed by O	int/Group Filin	g(Check rson
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	Code	4. Securiti 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 - restricted stock (1)	01/02/2008		A	30,000	A	\$ 53.54	60,633 (2)	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address					
	Director	10% Owner	Officer	О	thei

MCCARTHY PATRICK M C/O NATCO GROUP INC. 11210 EQUITY DRIVE HOUSTON, TX 77041

X

President & Chief Operating Of

Relationships

## **Signatures**

Patrick M. McCarthy by Katherine P. Ellis, attorney-in-fact

01/07/2008

\*\*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 as to all of the shares on March 1, 2011, provided that (1) the Company has acheived an average earnings per share per year of \$1.50 over the three years ending December 31, 2008, 2009 and 2010 (which earnings per share may be normalized in certain circumstances) and the recipient has continuously served as an employee from the date of the award until

- (1) such date or earlier, pursuant to the 2006 long-term incentive compensation plan or upon occurrence of a Corporate Change as defined in such plan, subject to recipient having been continuously employed by the Company or a subsidiary on such date or the date of such Corporate Change, as applicable. The shares are subject to forfeiture upon termination of employment prior to the time restrictions lapse or if the performance restrictions are not met on or before March 1, 2011.
- (2) Includes an aggregate of 43,733 shares of restricted stock subject to restrictions and potential forfeiture.

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.

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