WILSON JOSEPH H

Form 4

August 18, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

2005

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * WILSON JOSEPH H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NATCO GROUP INC [NTG]

(First) (Middle) (Last)

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

08/15/2009

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

Senior Vice President

below)

C/O NATCO GROUP INC., 11210 **EQUITY DRIVE, SUITE 100**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

HOUSTON, TX 77041

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common stock - $400 \frac{(2)}{2}$ D $\frac{\$}{39.66}$ 08/15/2009⁽¹⁾ 13,270 ⁽³⁾ D restricted stock

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. 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			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 Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Relationships

Senior

President

Vice

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CON IOCEDII II				

WILSON JOSEPH H C/O NATCO GROUP INC. 11210 EQUITY DRIVE, SUITE 100 HOUSTON, TX 77041

Signatures

Joseph H. 08/18/2009 Wilson

Date **Signature of Reporting Person

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).
- Represents the date restrictions lapsed on shares of restricted stock awarded on June 22, 2006.
- Represents the number of shares withheld by the Company to satisfy in part the tax withholding obligation with respect to recipient's **(2)** shares on the date the restrictions lapsed, as provided in the restricted stock agreements with respect to the awards.
- Direct ownership includes an aggregate of 6,070 shares of restricted stock subject to performance-based restrictions and potential **(3)** 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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