

PETERS RICHARD D

Form 4

August 08, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETERS RICHARD D

(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)  
08/04/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 08/04/2005                              |                                                             | M                                    | 25,300 A                                                                | \$ 8.81 33,214                                                                                                     | D                                                                    |                                                                   |
| Common<br>stock                       | 08/04/2005                              |                                                             | S                                    | 100 D                                                                   | \$ 15.9 33,114                                                                                                     | D                                                                    |                                                                   |
| Common<br>stock                       | 08/04/2005                              |                                                             | S                                    | 800 D                                                                   | \$ 15.91 32,314                                                                                                    | D                                                                    |                                                                   |
| Common<br>stock                       | 08/04/2005                              |                                                             | S                                    | 3,900 D                                                                 | \$ 15.92 28,414                                                                                                    | D                                                                    |                                                                   |
| Common<br>stock                       | 08/04/2005                              |                                                             | S                                    | 9,400 D                                                                 | \$ 15.93 19,014                                                                                                    | D                                                                    |                                                                   |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common stock | 08/04/2005 | S | 5,700 | D | \$ 15.95 | 13,314 | D |
| Common stock | 08/04/2005 | S | 700   | D | \$ 15.96 | 12,614 | D |
| Common stock | 08/04/2005 | S | 4,700 | D | \$ 15.97 | 7,914  | D |
| Common stock | 08/05/2005 | M | 9,700 | A | \$ 8.81  | 17,614 | D |
| Common stock | 08/05/2005 | S | 500   | D | \$ 15.94 | 17,114 | D |
| Common stock | 08/05/2005 | S | 1,900 | D | \$ 15.95 | 15,214 | D |
| Common stock | 08/05/2005 | S | 4,000 | D | \$ 15.99 | 11,214 | D |
| Common stock | 08/05/2005 | S | 3,300 | D | \$ 16    | 7,914  | D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable Expiration Date                               | Title Amount<br>or<br>Number<br>of Shares                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.81                                                            | 08/04/2005                              |                                                             | M                                    | 25,300                                                                                                       | 06/30/1999 <sup>(1)</sup> 06/30/2008                           | Common<br>stock 25,300                                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.81                                                            | 08/05/2005                              |                                                             | M                                    | 9,700                                                                                                        | 06/30/1999 <sup>(1)</sup> 06/30/2008                           | Common<br>stock 9,700                                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                             |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer                     | Other |
| PETERS RICHARD D<br>C/O NATCO GROUP INC.<br>2950 NORTH LOOP WEST, SUITE 700<br>HOUSTON, TX 77092 |               |           | Senior<br>Vice<br>President |       |

## Signatures

Richard D.  
Peters

08/08/2005

\*\*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).
- (1) Options vested in one-quarter increments on the first through fourth anniversaries of the date of grant. Options were fully vested on 6/30/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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