

NATCO GROUP INC
Form 4
November 15, 2006

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 *
WINOKUR HERBERT S JR

2. Issuer Name and Ticker or Trading Symbol
NATCO GROUP INC [NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 EAST ELM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2006

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

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	11/14/2006	11/14/2006	S	375,666 D	\$ 34.75 919,500	I	See Footnote <u>(3)</u>
Class A Common Stock, par value \$0.01 per share ⁽²⁾	11/14/2006	11/14/2006	S	24,334 D	\$ 34.75 919,500	I	See Footnote <u>(3)</u>

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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 Acquired (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINOKUR HERBERT S JR 30 EAST ELM STREET GREENWICH, CT 06830	X			

Signatures

/s/ Herbert S. Winokur, Jr. 11/15/2006
 **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) Represents the sale on the open market of a total of 375,666 shares by Capricorn Holdings, Inc. Mr. Winokur is the sole shareholder of Capricorn Holdings, Inc.
- (2) Represents the sale on the open market of a total of 24,334 shares by Capricorn Investors II, L.P ("Capricorn II"). Mr. Winokur is the managing member of Capricorn Holdings, LLC, the general partner of Capricorn II.

- (3) After giving effect to the transactions described in footnote 1 and 2 above, Mr. Winokur holds 28,928 shares directly, and 710,285 shares indirectly through Capricorn Holdings, Inc. of which Mr. Winokur is the sole shareholder. Additionally, Winokur Family Investors, LLC, of which Mr. Winokur is a beneficial owner, directly owns 180,287 shares. Mr. Winokur is deemed beneficial owner of 919,500 shares. Mr. Winokur disclaims pecuniary interest in 143,328 shares.

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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.