

WINOKUR HERBERT S JR
Form 4
June 06, 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)
06/06/2006

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⁾	06/06/2006	06/06/2006	J	52,105	D \$ 0	1,319,500	I	See Footnote <u>(3)</u>
Class A Common Stock, par value \$0.01 per share ⁽²⁾	06/06/2006	06/06/2006	S	750,000	D \$ 33.264	1,319,500	I	See Footnote <u>(3)</u>

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Holdings LLC on June 6, 2006, as described in footnote 1). Capricorn Investors II, L.P. owns 24,334 Shares. Mr. Winokur is the managing member of Holdings LLC, the general partner of Capricorn Investors II, L.P. Mr. Winokur is deemed beneficial owner of 1,319,500 Shares. Mr. Winokur disclaims pecuniary interest in 167,662 Shares.

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.