WINOKUR HERBERT S JR

Form 4 June 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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)

1. Name and Address of Reporting Person ** WINOKUR HERBERT S JR				2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
				NATCO GROUP INC [NTG]	(Check all applicable)			
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
30 EAST ELM STREET				(Month/Day/Year) 06/06/2006	_X_ Director _X_ 10% Owner Officer (give title below) Other (specify below)			
		(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
GREENWICH CT 06830				Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	TERRENWI	H I I I I I I X 31						

Person

GREENWICH, CT 06830

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (E))	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 (3)
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 (3)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable Date	Title Number				
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
WINOKUR HERBERT S JR 30 EAST ELM STREET GREENWICH, CT 06830	X	X					

Signatures

/s/ Herbert S.
Winokur, Jr.

**Signature of Reporting Date

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 distribution of 52,105 shares of NATCO Group Inc. ("Shares") by Capricorn Holdings, LLC ("Holdings LLC") to its (1) members (including 31,628 shares to Winokur Family Investors, LLC, of which Mr. Winokur is a beneficial owner) in a pro rata distribution based on their ownership interests in Holdings LLC.
- (2) Represents the sale on the open market of a total of 750,000 Shares by Capricorn Holdings, Inc. Mr. Winokur is the sole shareholder of Capricorn Holdings, Inc.
- (3) After giving effect to the transactions described in footnote 1 and 2 above, Mr. Winokur holds 28,928 Shares directly, and 1,085,951 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 (including 31,628 Shares distributed to it by

Reporting Owners 2

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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.