

Eriksen Knut
Form 4
June 18, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eriksen Knut

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)
C/O NATCO GROUP INC., 2950
NORTH LOOP WEST, SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2007

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

SVP - Engineered Systems

(Street)

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

HOUSTON, TX 77092

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	06/14/2007		X	8,334 A \$ 21.8	27,554	D	
Common stock	06/14/2007		S	2,100 D \$ 46.5	25,454	D	
Common stock	06/14/2007		S	200 D \$ 46.55	25,254	D	
Common stock	06/14/2007		S	700 D \$ 46.56	24,554	D	
Common stock	06/14/2007		S	200 D \$ 46.58	24,354	D	

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Common stock	06/14/2007	S	200	D	\$ 46.6	24,154	D
Common stock	06/14/2007	S	400	D	\$ 46.61	23,754	D
Common stock	06/14/2007	S	200	D	\$ 46.62	23,554	D
Common stock	06/14/2007	S	200	D	\$ 46.66	23,354	D
Common stock	06/14/2007	S	800	D	\$ 46.67	22,554	D
Common stock	06/14/2007	S	300	D	\$ 46.68	22,254	D
Common stock	06/14/2007	S	300	D	\$ 46.69	21,954	D
Common stock	06/14/2007	S	400	D	\$ 46.7	21,554	D
Common stock	06/14/2007	S	200	D	\$ 46.71	21,354	D
Common stock	06/14/2007	S	200	D	\$ 46.73	21,154	D
Common stock	06/14/2007	S	100	D	\$ 46.74	21,054	D
Common stock	06/14/2007	S	200	D	\$ 46.78	20,854	D
Common stock	06/14/2007	S	300	D	\$ 46.8	20,554	D
Common stock	06/14/2007	S	100	D	\$ 46.81	20,454	D
Common stock	06/14/2007	S	100	D	\$ 46.82	20,354	D
Common stock	06/14/2007	S	200	D	\$ 46.84	20,154	D
Common stock	06/14/2007	S	600	D	\$ 46.85	19,554	D
Common stock	06/14/2007	S	334	D	\$ 46.86	19,220	D

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

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(9-02)

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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. Amount or Number of Shares
Stock option (right to buy)	\$ 21.8	06/14/2007		X	8,334	01/09/2007 01/09/2016	Common stock	8,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eriksen Knut C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092			SVP - Engineered Systems	

Signatures

Daniel R. Carter, attorney-in-fact for Knut Eriksen
 Daniel R. Carter
 06/18/2007
 **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).

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.