NATCO GROUP INC

Form 4/A June 02, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5

obligations
may continue.

See Instruction

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 A HICKOX G	Symbol	2. Issuer Name and Ticker or Trading Symbol NATCO GROUP INC [NTG]				5. Relationship of Reporting Person(s) to Issuer			
	(First) (M O GROUP INC., 2 OP WEST, SUIT	(Month/I 2950 06/15/2	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2004			_X_ Director Officer (give		6 Owner er (specify	
HOUSTON,	(Street) TX 77092		endment, Dat nth/Day/Year) 004	Č			6. Individual or J Applicable Line) _X_ Form filed by Form filed by I Person		erson
(City)	(State)	Zip) Tab	le I - Non-D	erivative S	Securi	ities Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)
Common stock - restricted stock (1)	06/15/2004	06/15/2004	Code V A	Amount 2,500	(D)	Price \$ 7.24	214,685	D	

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

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SEC 1474

(9-02)

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

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (2)	\$ 7.24	06/15/2004	06/15/2004	A	2,500	06/15/2005	06/15/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Funder Funderess	Director	10% Owner	Officer	Other	
HICKOX GEORGE K JR C/O NATCO GROUP INC. 2950 NORTH LOOP WEST, SUITE 700 HOUSTON, TX 77092	X				

Signatures

George K. 06/02/2005 Hickox, Jr. **Signature of Date Reporting 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).
- Restrictions on this grant of restricted stock lapse 100% after one year of service, on June 15, 2005. Restricted stock was issued on June (1) 15, 2004, and therefore has no expireation date, but could be forfeited if service ends prior to June 15, 2005. Of the shares reported as beneficially owned, 5,000 shares are subject to restrictions and 209,685 shares are not subject to restrictions.
- (2) Stock options vest 100% following one year of service, on the anniversary date of their issuance.

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.

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