

Edgar Filing: NATCO GROUP INC - Form 144

NATCO GROUP INC
Form 144
July 10, 2007

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker

1(a) NAME OF ISSUER (Please type or print)

NATCO GROUP INC. [NTG]

1(b) IRS IDENT. NO. | (c) SEC FILE NO.

22-2906892

| 0001057693

1(d) ADDRESS OF ISSUER

STREET

2950 NORTH LOOP WEST, 7TH FLOOR

1(d) CITY

STATE

ZIP CODE

HOUSTON

TX

77092

1(e) TELEPHONE

AREA CODE

| NUMBER

|
|

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

SEE ANNEX A

2(b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER

SEE ANNEX A N/A

2(d) ADDRESS STREET

SEE ANNEX A

2(d) CITY STATE ZIP CODE

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the SEC File Number.

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3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker- Dealer File Number	(c) Number of Shares or Other Units to be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))
COMMON STOCK	BAYPOINT TRADING, LLC 450 SANSOME STREET, 16TH FL. SAN FRANCISCO, CA 94111		400,000*	\$19,160,000 AS OF 7/09/07	17,398,689

* SEE ANNEX A

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefore:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired
SERIES B** CONVERTIBLE PREFERRED STOCK	4/7/06	PRIVATE NEGOTIATED TRANSACTION OFF THE EXCHANGE	LIME ROCK PARTNERS	13,037

** This form covers a total of 400,000 shares of the issuer's common stock, all of which are being acquired solely in consideration for surrender for conversion, in accordance with their terms, of a total of 3,122 shares of the issuer's convertible preferred stock acquired as described in the table and no other consideration.

INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the

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arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities	Gross Proceed
see Annex A	COMMON STOCK	6/15/2007	110,061	\$5,3

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

7/10/07 DAVID NIERENBERG SEE ANNEX A
(DATE OF NOTICE) (SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).