

Edgar Filing: NATCO GROUP INC - Form SC 13D/A

NATCO GROUP INC
 Form SC 13D/A
 July 17, 2007

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

SCHEDULE 13D
 Under the Securities Exchange Act of 1934
 (Amendment No. 2)

NATCO GROUP (NTG)

 (Name of Issuer)

Common Stock

 (Title of Class of Securities)

0001057693

 (CUSIP Number)

David Nierenberg
 The D3 Family Funds
 19605 NE 8th Street
 Camas, WA 98607
 (360) 604-8600

With a copy to:

Henry Lesser, Esq.
 DLA Piper Rudnick Gray Cary US LLP
 2000 University Avenue
 East Palo Alto, CA 94303
 (650) 833-2000

 (Name, Address and Telephone Number of Person
 Authorized to Receive Notices and Communications)

July 10, 2007

 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The D3 Family Fund, L.P.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) |X|
 (b) |_ |

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3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Washington
	7	SOLE VOTING POWER
		270,024 Common shares (1.4%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		270,024
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON For the reporting person listed on this page, 270,024; for all reporting persons as a group, 1,381,858 shares (7.2%)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	7.2%
14	TYPE OF REPORTING PERSON (See Instructions)	PN
2		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)	The DIII Offshore Fund, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	WC

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	_
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bahamas	
	7	SOLE VOTING POWER 304,540 Common shares (1.6%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 304,540
	10	SHARED DISPOSITIVE POWER 0
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON For the reporting person listed on this page, 304,540; for all reporting persons as a group, 1,381,858 (7.2%)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	_
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	7.2%
14	TYPE OF REPORTING PERSON (See Instructions)	PN

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) The D3 Family Bulldog Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) X (b) _	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	_
6	CITIZENSHIP OR PLACE OF ORGANIZATION Washington	

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	7	SOLE VOTING POWER	
			807,294 common shares (4.2%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			807,294
	10	SHARED DISPOSITIVE POWER	
			0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON For the reporting person listed on this page, 807,294; for all reporting persons as a group, 1,381,858 shares (7.2%)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON (See Instructions) PN		

4

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) Nierenberg Investment Management Company, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Washington		

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES	8	SHARED VOTING POWER	

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

		1,381,858 shares (7.2%)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		1,381,858 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
For the reporting person listed on this page, 1,381,858; for all reporting persons as a group, 1,381,858 shares (7.2%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.2%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Nierenberg Investment Management Offshore, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Bahamas

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER
		304,540 common shares (1.6%)
	9	SOLE DISPOSITIVE POWER

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WITH	0

10	SHARED DISPOSITIVE POWER
	304,540 common shares

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON For the reporting person listed on this page, 304,540; for all reporting persons as a group, 1,381,858 shares (7.2%)

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%

14	TYPE OF REPORTING PERSON (See Instructions) CO

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This Amendment No. 2 to Schedule 13D (this "Amendment") amends the below-indicated items from the Schedule 13D previously filed by or on behalf of the undersigned parties (the "Reporting Persons"), as previously amended, (the "Schedule 13D"), by supplementing such Items with the information below:

Item 4. Purpose of the Transaction.

On July 10, 2007, the Reporting Persons filed with the Securities and Exchange Commission a Form 144 covering the potential sale, in unsolicited broker's transactions on the open market, of a total of 400,000 shares of NTG's common stock which the Reporting Persons have the right to acquire from NTG upon conversion of a total of 3,122 of the shares of NTG convertible preferred stock beneficially owned by them, as previously reported on their Schedule 13D. As of the date of this Amendment the Reporting Persons have sold 288,482 of those shares (see Item 5). The Reporting Persons intend to sell the additional 111,518 shares (through the conversion of the applicable number of convertible preferred shares) within the next three months, subject to market conditions. In addition, pursuant to a Form 144 filed with the Securities and Exchange Commission on June 15, 2007 covering the potential sale of 110,061 shares of NTG common stock beneficially owned by them, the Reporting Persons have sold all of such shares in broker's transactions on the open market since that date (see Item 5). The Reporting Persons presently intend to hold their remaining shares of NTG convertible preferred stock for investment and reserve the right to increase or decrease their investment depending on market conditions, circumstances affecting NTG and/or extrinsic factors such as developments in the company's industry and the economic environment.

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 1,381,858 common shares, constituting approximately 7.2% of the outstanding Shares.

c) During the past 60 days, the Reporting Persons have sold, in unsolicited brokers' transactions on the open market on aggregate of 398,543 shares of NTG common stock, including 288,482 shares acquired upon conversion of shares of convertible preferred stock for of the preferred shares surrendered for conversion.

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Portfolio Name	Transaction Date	Shares Sold	Price
D3 Family Fund LP	6/15/2007	9,410	48.28
D3 Family Fund LP	6/18/2007	1,117	48.56
D3 Family Fund LP	6/18/2007	233	48.56
D3 Family Fund LP	6/19/2007	2,195	48.66
D3 Family Fund LP	6/22/2007	435	48.00
D3 Family Fund LP	7/9/2007	252	48.05
D3 Family Fund LP	7/9/2007	6,748	48.05
D3 Family Fund LP	7/10/2007	3,116	50.36
D3 Family Fund LP	7/11/2007	7,585	50.23
D3 Family Fund LP	7/12/2007	27,530	50.44
D3 Family Fund LP	7/13/2007	10,115	50.31
D3 Family Fund LP	7/16/2007	740	50.35
D3 Family Bulldog Fund LP	6/15/2007	14,520	48.28

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D3 Family Bulldog Fund LP	6/15/2007	9,820	48.28
D3 Family Bulldog Fund LP	6/18/2007	4,710	48.56
D3 Family Bulldog Fund LP	6/19/2007	7,645	48.66
D3 Family Bulldog Fund LP	6/22/2007	975	48.00
D3 Family Bulldog Fund LP	7/9/2007	16,043	48.05
D3 Family Bulldog Fund LP	7/9/2007	1,286	48.05
D3 Family Bulldog Fund LP	7/9/2007	7,171	48.05
D3 Family Bulldog Fund LP	7/10/2007	11,467	50.36
D3 Family Bulldog Fund LP	7/11/2007	27,205	50.23
D3 Family Bulldog Fund LP	7/12/2007	98,315	50.44
D3 Family Bulldog Fund LP	7/13/2007	36,180	50.31
D3 Family Bulldog Fund LP	7/16/2007	2,640	50.35
DIII Offshore Fund LP	6/15/2007	8,511	48.28
DIII Offshore Fund LP	6/18/2007	1,871	48.56
DIII Offshore Fund LP	6/19/2007	3,029	48.66
DIII Offshore Fund LP	6/22/2007	590	48.00
DIII Offshore Fund LP	7/9/2007	9,500	48.05
DIII Offshore Fund LP	7/10/2007	4,417	50.36
DIII Offshore Fund LP	7/11/2007	10,510	50.23
DIII Offshore Fund LP	7/12/2007	37,755	50.44
DIII Offshore Fund LP	7/13/2007	13,905	50.31
DIII Offshore Fund LP	7/16/2007	1,002	50.35

Item 7. Material to be filed as Exhibits

Exhibit 1: Joint Filing Agreement among the Reporting Persons dated July 24, 2006 pursuant to which all of the Reporting Persons have authorized the filing of this Amendment as a group.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., and D3 Bulldog Fund,
By: Nierenberg Investment Management

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Company, Inc.

Its: General Partner

July 16, 2007

By: /s/ David Nierenberg

David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management
Offshore, Inc.

Its: General Partner

July 16, 2007

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management
Company, Inc.

July 16, 2007

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management
Offshore, Inc.

July 16, 2007

By: /s/ David Nierenberg

David Nierenberg, President