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measure in tabular form, and have provided a statement from our management disclosing the purpose of using these non-GAAP financial measures.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 24, 2004

NATCO Group Inc.

By: /s/ Richard W. FitzGerald

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Richard W. FitzGerald  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----                   |
|----------------------|--|
| 99.1                 | Press Release, dated February 24, 2004 |