

NATCO GROUP INC
Form 425
June 03, 2009

Filed by Cameron International Corporation
Commission File No. of Subject Company: 1-13884
Pursuant to Rule 425 under the Securities Act of 1933, as amended
Subject Company: NATCO Group, Inc.
Commission File No. of Subject Company: 001-15603

Cameron provided the following information to its employees on the following website:
www.WelcometoCameron.com.

June 1, 2009

COMPANY OVERVIEW

PERFORMANCE MEANS FLOW EQUIPMENT LEADERSHIP

2

For leading oil, gas and process businesses, Cameron is the flow equipment expert focused on continuously raising customer performance...

RAISING PERFORMANCE. TOGETHER

AJAX • BARTON • BFCC • CALDON • CAMERON • CLIF
MOCK • COOPER-BESSERMER • CSI • DEMCO • DYNATORQUE
• EDGE

• ENTECH • ENTERPRISE • GENERAL • GROVE • HYDROMATION • IC • JISKOOT • JOY • KCC • KREBS • LEDEEN
• MARS • MCEVOY • MELCO • METROL • MSG • NAVCO • NUFLO • NUTRON • ORBIT • PETRECO • PRECISION
• RING-O • SUPERIOR • SBS • SSS • TBV • TECHNO • TEXCENTRIC • TEXSTEAM • THORNHILL CRAVER • TK •

TOM

WHEATLEY • TSI • TOWNSEND • TUNDRA • TURBO-AIR • UNICEL • VORTOIL
• WEMCO • WHEATLEY • WILLIS • WKM

Cameron brings together a wide range of proven products and services with the expertise and practical “know-how” of a seasoned energy services leader to help you continuously raise performance. Cameron delivers lasting value to you via its world class design, manufacturing and service network, its industry expertise, product breadth and depth and wide range of proven brands. When Cameron leaves, it works.

Cameron is a leading provider of flow equipment products, systems and services to worldwide oil, gas and process industries...

- Products used to control, direct, adjust, process, measure and compress pressure & flows
 - 176 years continuous history
 - Headquartered in Houston, TX
 - \$ 7.5 + billion in annual orders
 - 2/3 of business non-USA
 - 16,000 + employees
 - 260 + locations worldwide
 - 50 + strong product brands
 - 11 operating divisions holding leading positions in global oil & gas and process markets
 - More information at www.c-a-m.com
-

4

Cameron is a leading provider of flow equipment products, systems
and services to worldwide oil, gas and process industries.
Cameron's global network - sales, engineering, manufacturing and aftermarket service

Cameron is a leading provider of flow equipment products, systems and services to worldwide oil, gas and process industries.

6

Cameron is a leading provider of flow equipment products, systems and services to worldwide oil, gas and process industries.

Cameron is a leading provider of flow equipment products, systems and services to worldwide oil, gas and process industries.

7

Drilling & Production Systems group

8

10
Compression Systems group

Cameron is a leading provider of flow equipment products, systems and services to worldwide oil, gas and process industries.

Cameron is a leading provider of flow equipment aftermarket services to worldwide oil, gas and process industries.

Cameron...raising performance by investing in the future...

14

Cameron is investing in continuous HSE, quality and employee
Enhancement programs...

15

Cameron is investing in continuous HSE, quality and employee
Enhancement programs...

Cameron is investing in new and complementary businesses...

17

Cameron is investing in new plant and facilities...

Select new Cameron facilities from more than 15 such locations around the world

Cameron is investing in new generation machine tools...

Cameron is investing in new technologies...in subsea processing...

Cameron is investing in new technologies...in multi-phased boosting...

Cameron is investing in new technologies...in new drilling systems...

Cameron is investing in new technologies...in MEG reclamation...

Cameron is investing in new technologies...in new generation gas
Compression cost reduction...

23

24

Cameron is a leading provider of flow equipment products, systems
and services to worldwide oil, gas and process industries...

June 1, 2009

COMPANY OVERVIEW

PERFORMANCE MEANS FLOW EQUIPMENT LEADERSHIP

Forward-Looking Statements

Information set forth in this document may contain forward-looking statements, which involve a number of risks and uncertainties. Cameron cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Cameron and NATCO, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts.

The following additional factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to satisfy the closing conditions of the transaction, including obtaining regulatory approvals for the transaction and the approval of the merger agreement by the NATCO stockholders; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; the impact of other acquisitions that Cameron or NATCO have made or may make before the transaction; competition and its effect on pricing; and exploration and development spending by E&P operators. Additional factors that may affect future results are contained in Cameron's and NATCO's filings with the Securities and Exchange Commission ("SEC"), which are available at the SEC's web site <http://www.sec.gov>. Cameron and NATCO disclaim any obligation to update and revise statements contained in these materials based on new information or otherwise.

Additional Information and Where to Find It

In connection with the proposed merger, Cameron will file with the SEC a Registration Statement on Form S-4 and NATCO will file a proxy statement, which will be mailed to NATCO's stockholders. **INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE S-4 AND PROXY STATEMENT REGARDING THE PROPOSED MERGER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** You may obtain a free copy of the S-4 and proxy statement (when available) and other related documents filed by Cameron and NATCO with the SEC at the SEC's website at www.sec.gov. The S-4 and proxy statement (when it is available) and the other documents may also be obtained for free by accessing Cameron's website at www.c-a-m.com under the heading "Investor Relations" and then under the heading "SEC Filings" or by accessing NATCO's website at www.natcogroup.com under the tab "Investor Relations" and then under the heading "SEC Filings".

Participants in the Solicitation

NATCO and its directors, executive officers and certain other members of management and employees may be soliciting proxies from its stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders in connection with the proposed merger will be set forth in NATCO's proxy statement when it is filed with the SEC. You can find information about NATCO's executive officers and directors in their definitive proxy statement filed with the SEC on March 23, 2009. You can obtain free copies of these documents from NATCO using the contact information above.