

EMCOR GROUP INC  
Form 4  
March 14, 2012

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACINNIS FRANK T

(Last) (First) (Middle)  
301 MERRITT SEVEN  
(Street)  
NORWALK, CT 06851  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EMCOR GROUP INC [EME]

3. Date of Earliest Transaction (Month/Day/Year)  
03/12/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	Price	
Common Stock	03/12/2012		M		221,772	\$ 13.683	A 859,819 D
Common Stock	03/12/2012		F		109,233	\$ 27.78	D 750,586 D
Common Stock	03/12/2012		M		296,516	\$ 10.958	A 1,047,102 D
Common Stock	03/12/2012		F		116,962	\$ 27.78	D 930,140 D
Common Stock	03/12/2012		M		368,000	\$ 11.27	A 1,298,140 D
	03/12/2012		F		149,293	\$ 27.78	D 1,148,847 D

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Common Stock							
Common Stock	03/13/2012	S	9,800	D	\$ 27.95	1,139,047	D
Common Stock	03/13/2012	S	2,600	D	\$ 27.96	1,136,447	D
Common Stock	03/13/2012	S	13,057	D	\$ 27.98	1,123,390	D
Common Stock	03/13/2012	S	24,420	D	\$ 28	1,098,970	D
Common Stock	03/13/2012	S	1,200	D	\$ 28.01	1,097,770	D
Common Stock	03/13/2012	S	13,800	D	\$ 28.02	1,083,970	D
Common Stock	03/13/2012	S	7,300	D	\$ 28.03	1,076,670	D
Common Stock	03/13/2012	S	1,100	D	\$ 28.04	1,075,570	D
Common Stock	03/13/2012	S	15,123	D	\$ 28.05	1,060,447	D
Common Stock	03/13/2012	S	2,300	D	\$ 28.06	1,058,147	D
Common Stock	03/13/2012	S	8,632	D	\$ 28.08	1,049,515	D
Common Stock	03/13/2012	S	868	D	\$ 28.09	1,048,647	D
Common Stock	03/13/2012	S	18,000	D	\$ 28.1	1,030,647	D
Common Stock	03/13/2012	S	9,300	D	\$ 28.12	1,021,347	D
Common Stock	03/13/2012	S	2,500	D	\$ 28.14	1,018,847	D
Common Stock	03/13/2012	S	2,500	D	\$ 28.15	1,016,347	D
Common Stock	03/13/2012	S	1,574	D	\$ 28.17	1,014,773	D
Common Stock	03/13/2012	S	100	D	\$ 28.175	1,014,673	D
Common Stock	03/13/2012	S	826	D	\$ 28.18	1,013,847 <sup>(1)</sup>	D

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of 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 Number Shares
Employee Stock Options (right to buy)	\$ 13.683	03/12/2012		M	221,772	<sup>(2)</sup> 03/30/2012	Common Stock 221,772
Employee Stock Options (right to buy)	\$ 10.958	03/12/2012		M	296,516	<sup>(3)</sup> 03/30/2012	Common Stock 296,516
Employee Stock Options (right to buy)	\$ 11.27	03/12/2012		M	368,000	<sup>(4)</sup> 03/30/2012	Common Stock 368,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACINNIS FRANK T 301 MERRITT SEVEN NORWALK, CT 06851	X			

## Signatures

Frank T. MacInnis 03/14/2012

\*\*Signature of Reporting Person

Date

## 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).

(1) Includes shares issuable in respect of restricted stock units.

(2) 25% exercisable on 1/2/2003; 25% exercisable on 1/2/2004; 25% exercisable on 1/2/2005; 25% exercisable on 12/31/2005.

(3) 25% exercisable on 1/2/2004; 25% exercisable on 1/2/2005; 25% exercisable on 1/2/2006; 25% exercisable on 12/31/2006.

(4) 1/3 exercisable on 1/2/2006; 1/3 exercisable on 1/2/2007; 1/3 exercisable on 1/2/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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