

EMCOR GROUP INC

Form 4/A

March 24, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
 See Instruction
 1(b).

**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 *
FRIED ALBERT JR

(Last) (First) (Middle)

60 BROAD STREET, 39TH FLOOR

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/22/2005

4. If Amendment, Date Original
 Filed(Month/Day/Year)
03/23/2005

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 Ownership (Instr. 4)
Common Stock	03/22/2005		M	5,325 A	\$ 25.44 19,825	D	
Common Stock	03/22/2005		S	2,600 D	\$ 49.42 (3) 17,225	D	
Common Stock	03/22/2005		S	2,725 D	\$ 49.48 14,500	D	

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

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 (9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Stock Options (right to buy)	\$ 25.44	03/22/2005		M		5,325		<u>(1)</u>	01/01/2006	Common Stock	5,325

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

FRIED ALBERT JR
60 BROAD STREET, 39TH FLOOR X
NEW YORK, NY 10004

Signatures

Sheldon I. Cammaker,
Attorney-in-Fact 03/24/2005

__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) 25% became exercisable on 1/02/2001; 25% became exercisable on 4/01/2001; 25% became exercisable on 7/01/2001; and 25% became exercisable on 10/01/2001.

(2) Derivative security is a non-employee stock option granted in lieu of director's retainer fee.

(3) Due to a typographical error, this price was originally reported as \$49.92 rather than the correct price of \$49.42.

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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