

EMCOR GROUP INC

Form 4

November 04, 2014

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POMPA MARK A**

(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)  
10/31/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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)
Common Stock	10/31/2014		A	73 <sup>(1)</sup>	A \$ 0 77,730	D	
Common Stock	11/03/2014		M	6,082	A \$ 11.27 83,812	D	
Common Stock	11/03/2014		S	82	D \$ 43.88 83,730	D	
Common Stock	11/03/2014		S	100	D \$ 43.91 83,630	D	
Common Stock	11/03/2014		S	100	D \$ 44.04 83,530	D	

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Common Stock	11/03/2014	S	100	D	\$ 44.045	83,430	D
Common Stock	11/03/2014	S	100	D	\$ 44.19	83,330	D
Common Stock	11/03/2014	S	100	D	\$ 44.2	83,230	D
Common Stock	11/03/2014	S	400	D	\$ 44.22	82,830	D
Common Stock	11/03/2014	S	300	D	\$ 44.24	82,530	D
Common Stock	11/03/2014	S	300	D	\$ 44.25	82,230	D
Common Stock	11/03/2014	S	200	D	\$ 44.26	82,030	D
Common Stock	11/03/2014	S	300	D	\$ 44.27	81,730	D
Common Stock	11/03/2014	S	300	D	\$ 44.28	81,430	D
Common Stock	11/03/2014	S	700	D	\$ 44.29	80,730	D
Common Stock	11/03/2014	S	300	D	\$ 44.3	80,430	D
Common Stock	11/03/2014	S	200	D	\$ 44.31	80,230	D
Common Stock	11/03/2014	S	700	D	\$ 44.32	79,530	D
Common Stock	11/03/2014	S	100	D	\$ 44.33	79,430	D
Common Stock	11/03/2014	S	100	D	\$ 44.335	79,330	D
Common Stock	11/03/2014	S	100	D	\$ 44.35	79,230	D
Common Stock	11/03/2014	S	100	D	\$ 44.36	79,130	D
Common Stock	11/03/2014	S	100	D	\$ 44.39	79,030	D
Common Stock	11/03/2014	S	100	D	\$ 44.4	78,930	D
Common Stock	11/03/2014	S	200	D	\$ 44.41	78,730	D
	11/03/2014	S	200	D	\$ 44.42	78,530	D

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Common  
Stock

Common Stock	11/03/2014	S	100	D	\$ 44.44	78,430	D
Common Stock	11/03/2014	S	100	D	\$ 44.45	78,330	D
Common Stock	11/03/2014	S	100	D	\$ 44.46	78,230	D
Common Stock	11/03/2014	S	200	D	\$ 44.47	78,030 <sup>(2)</sup> <sup>(3)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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)	8	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 11.27	11/03/2014		M	6,082	<sup>(4)</sup>	01/02/2015	Common Stock	6,082

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POMPA MARK A 301 MERRITT SEVEN NORWALK, CT 06851	EVP & CFO

## Signatures

Mark A. Pompa

11/04/2014

\_\_\_\_\_  
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).

Represents restricted stock units ("RSUs") issued in respect of already outstanding RSUs as a consequence of a dividend paid on the

(1) Company's common stock on October 31, 2014. The RSUs issued on October 31, 2014 are subject to the same vesting and forfeiture provisions as the RSUs in respect of which they have been issued.

(2) Includes shares issuable in respect of RSUs.

(3) Transactions are continued on a Form 4 filed contemporaneously herewith.

(4) 1/3 exercisable on 1/03/2006; 1/3 exercisable on 1/03/2007; 1/3 exercisable on 1/03/2008.

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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