

Guzzi Anthony  
 Form 4  
 December 03, 2012

**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 \*  
 Guzzi Anthony

(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)  
 11/30/2012

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)  
 President and CEO

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 (A) or (D) Price   |  |   |
| Common Stock                    | 11/30/2012                           |  | M                              |   | 20,000 A \$ 9.67  | 508,242  | D   |
| Common Stock                    | 11/30/2012                           |  | S                              |   | 394 D \$ 32.59  | 507,848  | D   |
| Common Stock                    | 11/30/2012                           |  | S                              |   | 1,737 D \$ 32.6   | 506,111  | D   |
| Common Stock                    | 11/30/2012                           |  | S                              |   | 1,037 D \$ 32.61  | 505,074  | D   |
| Common Stock                    | 11/30/2012                           |  | S                              |   | 200 D \$ 32.62  | 504,874  | D   |

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|              |            |   |       |   |          |                        |   |                                    |
|--------------|------------|---|-------|---|----------|------------------------|---|------------------------------------|
| Common Stock | 11/30/2012 | S | 1,400 | D | \$ 32.63 | 503,474                | D |                                    |
| Common Stock | 11/30/2012 | S | 432   | D | \$ 32.64 | 503,042                | D |                                    |
| Common Stock | 11/30/2012 | S | 1,510 | D | \$ 32.65 | 501,532                | D |                                    |
| Common Stock | 11/30/2012 | S | 3,437 | D | \$ 32.66 | 498,095                | D |                                    |
| Common Stock | 11/30/2012 | S | 537   | D | \$ 32.67 | 497,558                | D |                                    |
| Common Stock | 11/30/2012 | S | 1,500 | D | \$ 32.68 | 496,058                | D |                                    |
| Common Stock | 11/30/2012 | S | 1,761 | D | \$ 32.69 | 494,297                | D |                                    |
| Common Stock | 11/30/2012 | S | 537   | D | \$ 32.7  | 493,760                | D |                                    |
| Common Stock | 11/30/2012 | S | 2,200 | D | \$ 32.71 | 491,560                | D |                                    |
| Common Stock | 11/30/2012 | S | 1,037 | D | \$ 32.72 | 490,523                | D |                                    |
| Common Stock | 11/30/2012 | S | 237   | D | \$ 32.73 | 490,286                | D |                                    |
| Common Stock | 11/30/2012 | S | 570   | D | \$ 32.74 | 489,716                | D |                                    |
| Common Stock | 11/30/2012 | S | 374   | D | \$ 32.75 | 489,342                | D |                                    |
| Common Stock | 11/30/2012 | S | 763   | D | \$ 32.76 | 488,579                | D |                                    |
| Common Stock | 11/30/2012 | S | 337   | D | \$ 32.77 | 488,242 <sup>(1)</sup> | D |                                    |
| Common Stock |            |   |       |   |          | 5,790 <sup>(2)</sup>   | I | The Guzzi Family Irrevocable Trust |

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

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

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| 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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 9.67  | 11/30/2012                           |  | M                              | 20,000  | <u>(3)</u> 10/24/2014                                    | Common Stock 20,000   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Guzzi Anthony<br>301 MERRITT SEVEN<br>NORWALK, CT 06851 | X             |           | President and CEO |       |

## Signatures

Anthony Guzzi                      12/03/2012  
 \_\_Signature of                      Date  
 Reporting Person

## 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.  
 These securities were transferred by the reporting person as a gift to The Guzzi Family Irrevocable Trust (the "Trust") for the benefit of
- (2) the reporting person's children. The reporting person's spouse is trustee of the Trust. Such transfer was reported on a previously filed Form 4. The reporting person disclaims beneficial ownership of such securities.
- (3) 1/3 exercisable on 10/25/05; 1/3 exercisable on 10/25/06; 1/3 exercisable on 10/25/07.

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