

EMCOR GROUP INC
Form 4
May 14, 2014

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 *
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)
05/12/2014

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 | (A) or (D) | Price |
| Common Stock | 05/12/2014 | | S | | 1,000 | D | \$ 46.29 |
| Common Stock | 05/12/2014 | | S | | 400 | D | \$ 46.3 |
| Common Stock | 05/12/2014 | | S | | 200 | D | \$ 46.31 |
| Common Stock | 05/12/2014 | | S | | 300 | D | \$ 46.32 |
| Common Stock | 05/12/2014 | | S | | 382 | D | \$ 46.33 |
| | 05/12/2014 | | S | | 200 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | \$ 46.34 | | |
| Common Stock | 05/12/2014 | S | 700 | D | \$ 46.35 | 414,065 | D |
| Common Stock | 05/12/2014 | S | 555 | D | \$ 46.36 | 413,510 | D |
| Common Stock | 05/12/2014 | S | 100 | D | \$ 46.4 | 413,410 | D |
| Common Stock | 05/12/2014 | S | 300 | D | \$ 46.41 | 413,110 | D |
| Common Stock | 05/12/2014 | S | 200 | D | \$ 46.42 | 412,910 | D |
| Common Stock | 05/12/2014 | S | 700 | D | \$ 46.43 | 412,210 | D |
| Common Stock | 05/12/2014 | S | 100 | D | \$ 46.44 | 412,110 | D |
| Common Stock | 05/12/2014 | S | 3,100 | D | \$ 46.45 | 409,010 | D |
| Common Stock | 05/12/2014 | S | 100 | D | \$ 46.46 | 408,910 | D |
| Common Stock | 05/12/2014 | S | 200 | D | \$ 46.47 | 408,710 | D |
| Common Stock | 05/12/2014 | S | 600 | D | \$ 46.48 | 408,110 | D |
| Common Stock | 05/12/2014 | S | 1,100 | D | \$ 46.49 | 407,010 | D |
| Common Stock | 05/12/2014 | S | 1,698 | D | \$ 46.5 | 405,312 | D |
| Common Stock | 05/12/2014 | S | 1,002 | D | \$ 46.51 | 404,310 | D |
| Common Stock | 05/12/2014 | S | 572 | D | \$ 46.52 | 403,738 | D |
| Common Stock | 05/12/2014 | S | 600 | D | \$ 46.53 | 403,138 | D |
| Common Stock | 05/12/2014 | S | 100 | D | \$ 46.54 | 403,038 | D |
| Common Stock | 05/12/2014 | S | 1,150 | D | \$ 46.55 | 401,888 | D |
| Common Stock | 05/12/2014 | S | 380 | D | \$ 46.56 | 401,508 | D |
| | 05/12/2014 | S | 300 | D | | 401,208 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|-------|------------------------|--|---|
| Common Stock | | | | | | \$ | 46.57 | | |
| Common Stock | 05/12/2014 | | S | 900 | D | \$ | 400,308 ⁽¹⁾ | | D |
| | | | | | | 46.58 | <u>(2)</u> | | |
| Common Stock | | | | | | | 223,688 ⁽³⁾ | | I |

By Frank T. MacInnis 2012 GST Family Trust

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
05/14/2014
Date

__Signature of
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) These transactions are a continuation of the transactions reported on a Form 4 filed contemporaneously herewith.
- (2) Includes shares issuable in respect of restricted stock units.

These securities were transferred by the reporting person as a gift to the Frank T. MacInnis 2012 GST Family Trust (the "Trust") for the benefit of the children and other descendants of the reporting person. Inasmuch as the reporting person's spouse is trustee of the Trust and his immediate family members are beneficiaries of the Trust, the transferred shares are reported as indirectly held by the reporting person. The reporting person disclaims beneficial ownership of the transferred shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.