#### **EMCOR GROUP INC**

Form 4

October 14, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FRIED ALBERT JR

(First)

2. Issuer Name and Ticker or Trading Symbol

**EMCOR GROUP INC [EME]** 

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director

10% Owner

(Month/Day/Year)

60 BROAD STREET, 39TH FLOOR 10/10/2008

Officer (give title Other (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

(State)

Filed(Month/Day/Year)

NEW YORK, NY 10004

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. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	or Amount (D) Pric	(Instr 3 and 4)	(mstr. 1)	
Common Stock	10/10/2008		M	17,100 A \$ 10.95	75 99,100	D	

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)

#### Edgar Filing: EMCOR GROUP INC - Form 4

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Employee Stock Options (right to buy)	\$ 10.9575	10/10/2008		M	17,100	<u>(1)</u>	01/02/2009	Common Stock	17,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
FRIED ALBERT JR 60 BROAD STREET, 39TH FLOOR NEW YORK, NY 10004	X					

# **Signatures**

Sheldon I. Cammaker, Attorney-in-Fact

\*\*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% exercisable on 1/2/04; 25% exercisable on 4/1/04; 25% exercisable on 7/1/04; and 25% exercisable on 10/1/04.

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.

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