

EMCOR GROUP INC  
Form 4  
May 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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                              | 4,532 D \$ 46   | 445,776   | D  |   |
| Common Stock                    | 05/12/2014                           |  | S                              | 1,087 D \$ 46.01  | 444,689   | D  |   |
| Common Stock                    | 05/12/2014                           |  | S                              | 1,965 D \$ 46.02  | 442,724   | D  |   |
| Common Stock                    | 05/12/2014                           |  | S                              | 2,152 D \$ 46.03  | 440,572   | D  |   |
| Common Stock                    | 05/12/2014                           |  | S                              | 913 D \$ 46.04  | 439,659   | D  |   |
|                                 | 05/12/2014                           |  | S                              | 687 D   | 438,972   | D  |   |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock |            |   |       |   | \$ 46.05 |         |   |
| Common Stock | 05/12/2014 | S | 2,848 | D | \$ 46.06 | 436,124 | D |
| Common Stock | 05/12/2014 | S | 4,100 | D | \$ 46.07 | 432,024 | D |
| Common Stock | 05/12/2014 | S | 1,256 | D | \$ 46.08 | 430,768 | D |
| Common Stock | 05/12/2014 | S | 1,100 | D | \$ 46.09 | 429,668 | D |
| Common Stock | 05/12/2014 | S | 740   | D | \$ 46.1  | 428,928 | D |
| Common Stock | 05/12/2014 | S | 600   | D | \$ 46.11 | 428,328 | D |
| Common Stock | 05/12/2014 | S | 1,453 | D | \$ 46.12 | 426,875 | D |
| Common Stock | 05/12/2014 | S | 600   | D | \$ 46.13 | 426,275 | D |
| Common Stock | 05/12/2014 | S | 1,100 | D | \$ 46.14 | 425,175 | D |
| Common Stock | 05/12/2014 | S | 147   | D | \$ 46.15 | 425,028 | D |
| Common Stock | 05/12/2014 | S | 900   | D | \$ 46.16 | 424,128 | D |
| Common Stock | 05/12/2014 | S | 400   | D | \$ 46.17 | 423,728 | D |
| Common Stock | 05/12/2014 | S | 168   | D | \$ 46.18 | 423,560 | D |
| Common Stock | 05/12/2014 | S | 332   | D | \$ 46.19 | 423,228 | D |
| Common Stock | 05/12/2014 | S | 622   | D | \$ 46.2  | 422,606 | D |
| Common Stock | 05/12/2014 | S | 902   | D | \$ 46.21 | 421,704 | D |
| Common Stock | 05/12/2014 | S | 1,176 | D | \$ 46.22 | 420,528 | D |
| Common Stock | 05/12/2014 | S | 100   | D | \$ 46.23 | 420,428 | D |
| Common Stock | 05/12/2014 | S | 851   | D | \$ 46.24 | 419,577 | D |
|              | 05/12/2014 | S | 1,500 | D |          | 418,077 | D |

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|              |            |  |   |     |   |          |                                      |   |   |
|--------------|------------|--|---|-----|---|----------|--------------------------------------|---|---|
| Common Stock |            |  |   |     |   | \$ 46.25 |                                      |   |   |
| Common Stock | 05/12/2014 |  | S | 630 | D | \$ 46.26 | 417,447                              |   | D |
| Common Stock | 05/12/2014 |  | S | 100 | D | \$ 46.27 | 417,347                              |   | D |
| Common Stock | 05/12/2014 |  | S | 100 | D | \$ 46.28 | 417,247 <sup>(1)</sup><br><u>(2)</u> |   | D |
| Common Stock |            |  |   |     |   |          | 223,688 <sup>(3)</sup>               | 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.**

SEC 1474 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

  

|  |  |  |  |      |           |                  |                 |       |                            |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
|  |  |  |  | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MACINNIS FRANK T<br>301 MERRITT SEVEN<br>NORWALK, CT 06851 | X             |           |         |       |

## Signatures

Frank T.  
MacInnis

05/14/2014

    \*\*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).

- (1) Includes shares issuable in respect of restricted stock units.
- (2) Transactions are continued on a Form 4 filed contemporaneously herewith.

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

- (3) 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.

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