

EMCOR GROUP INC
Form 4
February 27, 2006

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 *
HAMM RICHARD F JR

2. Issuer Name and Ticker or Trading Symbol
EMCOR GROUP INC [EME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3005 FIRST AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2006

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

SEATTLE, WA 98121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 02/24/2006 | | M | | 6,000 A \$ 11.06 | 6,000 ⁽¹⁾ | D |
| Common Stock | 02/24/2006 | | M | | 6,000 A \$ 13.56 | 12,000 | D |
| Common Stock | 02/24/2006 | | M | | 6,200 A \$ 23.18 | 18,200 | D |
| Common Stock | 02/24/2006 | | S | | 500 D \$ 43 | 17,700 | D |
| Common Stock | 02/24/2006 | | S | | 100 D \$ 43.01 | 17,600 | D |
| | 02/24/2006 | | S | | 200 D | 17,400 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | | | | | \$ 43.02 | | |
| Common Stock | 02/24/2006 | S | 400 | D | \$ 43.05 | 17,000 | D |
| Common Stock | 02/24/2006 | S | 100 | D | \$ 43.07 | 16,900 | D |
| Common Stock | 02/24/2006 | S | 300 | D | \$ 43.08 | 16,600 | D |
| Common Stock | 02/24/2006 | S | 300 | D | \$ 43.1 | 16,300 | D |
| Common Stock | 02/24/2006 | S | 200 | D | \$ 43.11 | 16,100 | D |
| Common Stock | 02/24/2006 | S | 200 | D | \$ 43.18 | 15,900 | D |
| Common Stock | 02/24/2006 | S | 300 | D | \$ 43.25 | 15,600 | D |
| Common Stock | 02/24/2006 | S | 500 | D | \$ 43.26 | 15,100 | D |
| Common Stock | 02/24/2006 | S | 100 | D | \$ 43.29 | 15,000 | D |
| Common Stock | 02/24/2006 | S | 1,300 | D | \$ 43.31 | 13,700 | D |
| Common Stock | 02/24/2006 | S | 400 | D | \$ 43.32 | 13,300 | D |
| Common Stock | 02/24/2006 | S | 700 | D | \$ 43.33 | 12,600 | D |
| Common Stock | 02/24/2006 | S | 100 | D | \$ 43.37 | 12,500 | D |
| Common Stock | 02/24/2006 | S | 1,000 | D | \$ 43.44 | 11,500 | D |
| Common Stock | 02/24/2006 | S | 500 | D | \$ 43.47 | 11,000 | D |
| Common Stock | 02/24/2006 | S | 200 | D | \$ 43.48 | 10,800 | D |
| Common Stock | 02/24/2006 | S | 700 | D | \$ 43.5 | 10,100 | D |
| Common Stock | 02/24/2006 | S | 600 | D | \$ 43.52 | 9,500 | D |
| Common Stock | 02/24/2006 | S | 1,100 | D | \$ 43.54 | 8,400 | D |
| | 02/24/2006 | S | 200 | D | | 8,200 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|--|----------|------------------------|
| Common Stock | | | | | | \$ 43.57 | |
| Common Stock | 02/24/2006 | S | 600 | D | | \$ 43.58 | 7,600 ⁽²⁾ 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.

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Stock Options (right to buy) | \$ 11.06 | 02/24/2006 | | M | 6,000 | 07/28/1999 07/27/2009 | Common Stock | 6,000 | |
| Non-Employee Stock Options (right to buy) | \$ 13.56 | 02/24/2006 | | M | 6,000 | 07/27/2000 07/27/2010 | Common Stock | 6,000 | |
| Non-Employee Stock Options (right to buy) | \$ 23.18 | 02/24/2006 | | M | 6,200 | ⁽⁵⁾ 01/01/2007 | Common Stock | 6,200 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMM RICHARD F JR 3005 FIRST AVENUE SEATTLE, WA 98121 | X | | | |

Signatures

Sheldon I. Cammaker,
Attorney-in-Fact

02/27/2006

__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) The number of shares and prices reported by the reporting person on this Form 4 have been adjusted to reflect the 2-for-1 stock split of the Company's common stock that occurred on February 10, 2006 (the "Stock Split").
- (2) Transactions are continued on a separate Form 4 filed contemporaneously herewith.
- (3) This option was previously reported as covering 3,000 shares of common stock at an exercise price of \$22.125, but has been adjusted to reflect the Stock Split.
- (4) This option was previously reported as covering 3,000 shares of common stock at an exercise price of \$27.125, but has been adjusted to reflect the Stock Split.
- (5) 25% exercisable on or after 1/02/02; 25% exercisable on or after 4/01/02; 25% exercisable on or after 7/01/02; 25% exercisable on or after 10/01/02.
- (6) This option was previously reported as covering 3,100 shares of common stock at an exercise price of \$46.35, but has been adjusted to reflect the Stock Split.
- (7) Derivative security is a non-employee stock option granted in lieu of director's retainer fee.

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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