

BROWN DAVID A B  
Form 4  
July 31, 2008

**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 \*  
**BROWN DAVID A B**

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)  
**379 MAIN STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/30/2008**

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

**WINCHESTER, MA 01890-2923**  
  
(City) (State) (Zip)

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

**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  | (D)  | Price   |
| Common Stock                    | 07/30/2008                           |  | M                              |   | 21,168  | A  | \$ 11.2325  |
| Common Stock                    | 07/30/2008                           |  | S                              |   | 18,400  | D  | \$ 30.93<br>(1) (3)                                   |
| Common Stock                    | 07/30/2008                           |  | S                              |   | 1,268   | D  | \$ 31.48<br>(2) (3)                                   |
| Common Stock                    | 07/30/2008                           |  | S                              |   | 1,500   | D  | \$ 32.9   |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title or Number of S  |
| Non-Employee Stock Options (right to buy)  | \$ 11.2325   | 07/30/2008                           |  | D                              | 21,168  | (4) 01/02/2010   | Common Stock 21,  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BROWN DAVID A B<br>379 MAIN STREET<br>WINCHESTER, MA 01890-2923 |               | X         |         |       |

## Signatures

Sheldon I. Cammaker,  
Attorney-in-Fact

07/31/2008

\_\_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) Represents weighted average price of sale of these shares. The range of prices received for these shares was \$30.40 - \$31.28.
- (2) Represents weighted average price of sale of these shares. The range of prices received for these shares was \$31.45 - \$31.50.
- (3) The undersigned will provide upon the request by the staff of the Securities and Exchange Commission, EMCOR Group, Inc. or a security holder of EMCOR Group, Inc. full information regarding the number of shares sold at each separate price.
- (4) 25% exercisable on 1/03/05; 25% exercisable on 4/1/05; 25% exercisable on 7/01/05; and 25% exercisable on 10/01/05.

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.