

EMCOR GROUP INC  
Form 4  
May 15, 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)  
05/13/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    |                                      |  |                                |   | 400,308 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 05/13/2014                           |  | S                              |   | 100   | D  | \$ 45.9                           |
|                                 |                                      |  |                                |   | 223,588   | I  |                                   |
| Common Stock                    | 05/13/2014                           |  | S                              |   | 100   | D  | \$ 45.91                          |
|                                 |                                      |  |                                |   | 223,488   | I  |                                   |
| Common Stock                    | 05/13/2014                           |  | S                              |   | 700   | D  | \$ 45.92                          |
|                                 |                                      |  |                                |   | 222,788   | I  |                                   |

See Footnote (2)  
See Footnote (2)  
See Footnote (2)

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|              |            |   |       |   |          |         |   |                         |
|--------------|------------|---|-------|---|----------|---------|---|-------------------------|
| Common Stock | 05/13/2014 | S | 100   | D | \$ 45.93 | 222,688 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 700   | D | \$ 45.94 | 221,988 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 194   | D | \$ 45.95 | 221,794 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 2,174 | D | \$ 45.96 | 219,620 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 1,646 | D | \$ 45.97 | 217,974 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 432   | D | \$ 45.98 | 217,542 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 1,600 | D | \$ 45.99 | 215,942 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 1,505 | D | \$ 46    | 214,437 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 2,054 | D | \$ 46.01 | 212,383 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 960   | D | \$ 46.02 | 211,423 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 995   | D | \$ 46.03 | 210,428 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 3,246 | D | \$ 46.04 | 207,182 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 2,303 | D | \$ 46.05 | 204,879 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 1,076 | D | \$ 46.06 | 203,803 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/13/2014 | S | 2,995 | D | \$ 46.07 | 200,808 | I | See Footnote            |

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|              |            |   |       |   |          |                        |   |                         |
|--------------|------------|---|-------|---|----------|------------------------|---|-------------------------|
| Common Stock | 05/13/2014 | S | 3,312 | D | \$ 46.08 | 197,496                | I | (2)<br>See Footnote (2) |
| Common Stock | 05/13/2014 | S | 2,203 | D | \$ 46.09 | 195,293                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,896 | D | \$ 46.1  | 193,397                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,100 | D | \$ 46.11 | 192,297                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 600   | D | \$ 46.12 | 191,697                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,499 | D | \$ 46.13 | 190,198                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,398 | D | \$ 46.14 | 188,800                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,802 | D | \$ 46.15 | 186,998                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 770   | D | \$ 46.16 | 186,228                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 530   | D | \$ 46.17 | 185,698                | I | See Footnote (2)        |
| Common Stock | 05/13/2014 | S | 1,700 | D | \$ 46.18 | 183,998 <sup>(3)</sup> | I | See Footnote (2)        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## 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 05/15/2014

\*\*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.  
These shares are owned by 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 shares are reported as indirectly held by the reporting person. The reporting person disclaims beneficial ownership of the 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.
- (3) Transactions are continued on a Form 4 filed contemporaneously herewith.

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.