

POMPA MARK A
Form 4
November 01, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POMPA MARK A

(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)
10/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/31/2012		M	43,244	A \$ 13.683	105,557	D
Common Stock	10/31/2012		S	3,900	D \$ 31.75	101,657	D
Common Stock	10/31/2012		S	1,000	D \$ 31.76	100,657	D
Common Stock	10/31/2012		S	1,200	D \$ 31.77	99,457	D
Common Stock	10/31/2012		S	583	D \$ 31.78	98,874	D

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Common Stock	10/31/2012	S	1,135	D	\$ 31.79	97,739	D
Common Stock	10/31/2012	S	400	D	\$ 31.8	97,339	D
Common Stock	10/31/2012	S	700	D	\$ 31.81	96,639	D
Common Stock	10/31/2012	S	500	D	\$ 31.82	96,139	D
Common Stock	10/31/2012	S	500	D	\$ 31.83	95,639	D
Common Stock	10/31/2012	S	800	D	\$ 31.84	94,839	D
Common Stock	10/31/2012	S	900	D	\$ 31.85	93,939	D
Common Stock	10/31/2012	S	1,300	D	\$ 31.86	92,639	D
Common Stock	10/31/2012	S	987	D	\$ 31.87	91,652	D
Common Stock	10/31/2012	S	2,075	D	\$ 31.88	89,577	D
Common Stock	10/31/2012	S	300	D	\$ 31.89	89,277	D
Common Stock	10/31/2012	S	200	D	\$ 31.9	89,077	D
Common Stock	10/31/2012	S	320	D	\$ 32	88,757	D
Common Stock	10/31/2012	S	100	D	\$ 32.02	88,657	D
Common Stock	10/31/2012	S	400	D	\$ 32.11	88,257	D
Common Stock	10/31/2012	S	200	D	\$ 32.18	88,057	D
Common Stock	10/31/2012	S	500	D	\$ 32.2	87,557	D
Common Stock	10/31/2012	S	400	D	\$ 32.21	87,157	D
Common Stock	10/31/2012	S	600	D	\$ 32.22	86,557	D
Common Stock	10/31/2012	S	800	D	\$ 32.23	85,757	D
	10/31/2012	S	1,500	D	\$ 32.24	84,257	D

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Common
Stock

Common Stock	10/31/2012	S	800	D	\$ 32.25	83,457	D
Common Stock	10/31/2012	S	300	D	\$ 32.26	83,157	D
Common Stock	10/31/2012	S	700	D	\$ 32.27	82,457	D
Common Stock	10/31/2012	S	1,600	D	\$ 32.28	80,857 ⁽¹⁾ ⁽²⁾	D

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.683	10/31/2012		M		43,244		<u>(3)</u>	01/01/2013	Common Stock	43,244

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POMPA MARK A 301 MERRITT SEVEN NORWALK, CT 06851	EVP & CFO

Signatures

Mark A. Pompa

11/01/2012

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.
- (3) 25% exercisable on 1/2/2003; 25% exercisable on 1/2/2004; 25% exercisable on 1/2/2005; 25% exercisable on 12/31/2005.

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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