

EMCOR GROUP INC
Form 4
November 01, 2007

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

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)
301 MERRITT SEVEN

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2007

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

NORWALK, CT 06851

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/31/2007		M	25,512 A \$ 4.938	600,378	D	
Common Stock	10/31/2007		S	500 D \$ 33.25	599,878	D	
Common Stock	10/31/2007		S	500 D \$ 33.3	599,378	D	
Common Stock	10/31/2007		S	1,000 D \$ 33.35	598,378	D	
Common Stock	10/31/2007		S	1,700 D \$ 33.4	596,678	D	

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Common Stock	10/31/2007	S	100	D	\$ 33.41	596,578	D
Common Stock	10/31/2007	S	200	D	\$ 33.42	596,378	D
Common Stock	10/31/2007	S	800	D	\$ 33.5	595,578	D
Common Stock	10/31/2007	S	500	D	\$ 33.55	595,078	D
Common Stock	10/31/2007	S	500	D	\$ 33.6	594,578	D
Common Stock	10/31/2007	S	500	D	\$ 33.75	594,078	D
Common Stock	10/31/2007	S	500	D	\$ 33.8	593,578	D
Common Stock	10/31/2007	S	3,000	D	\$ 33.95	590,578	D
Common Stock	10/31/2007	S	6,012	D	\$ 34	584,566	D
Common Stock	10/31/2007	S	2,500	D	\$ 34.1	582,066	D
Common Stock	10/31/2007	S	1,300	D	\$ 34.2	580,766	D
Common Stock	10/31/2007	S	100	D	\$ 34.21	580,666	D
Common Stock	10/31/2007	S	400	D	\$ 34.25	580,266	D
Common Stock	10/31/2007	S	2,400	D	\$ 34.3	577,866	D
Common Stock	10/31/2007	S	3,000	D	\$ 34.5	574,866 ⁽¹⁾	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.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Employee Stock Option (right to buy)	\$ 4.938	10/31/2007	M	25,512	(2)	11/20/2007	Common Stock	25,512

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACINNIS FRANK T 301 MERRITT SEVEN NORWALK, CT 06851	X		Chairman & CEO	

Signatures

Frank T. MacInnis
11/01/2007

**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).
- The number of shares reported herein represents an adjustment required by the 2-for-1 stock splits of the Company's common stock (the (1) "Common Stock") effected February 10, 2006 and July 9, 2007, respectively. This number also includes shares issuable with respect to restricted stock units.
- Options became exercisable in four equal installments, on the dates that the closing price on the New York Stock Exchange of a share of (2) Common Stock hit the following target prices: \$6.25; \$7.50; \$8.75; and \$10.00 (in each case, as adjusted for each of the 2-for-1 stock splits of the Common Stock effected February 10, 2006 and July 9, 2007, respectively).

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.