

EMCOR GROUP INC  
Form 4  
November 04, 2014

**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 \*  
**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)  
**10/31/2014**

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)  
**EVP & CFO**

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)
				(A) or (D)	Price		
Common Stock	10/31/2014		A	73 <sup>(1)</sup>	\$ 0	D	
Common Stock	11/03/2014		M	6,082	\$ 11.27	D	
Common Stock	11/03/2014		S	82	\$ 43.88	D	
Common Stock	11/03/2014		S	100	\$ 43.91	D	
Common Stock	11/03/2014		S	100	\$ 44.04	D	

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Common Stock	11/03/2014	S	100	D	\$ 44.045	83,430	D
Common Stock	11/03/2014	S	100	D	\$ 44.19	83,330	D
Common Stock	11/03/2014	S	100	D	\$ 44.2	83,230	D
Common Stock	11/03/2014	S	400	D	\$ 44.22	82,830	D
Common Stock	11/03/2014	S	300	D	\$ 44.24	82,530	D
Common Stock	11/03/2014	S	300	D	\$ 44.25	82,230	D
Common Stock	11/03/2014	S	200	D	\$ 44.26	82,030	D
Common Stock	11/03/2014	S	300	D	\$ 44.27	81,730	D
Common Stock	11/03/2014	S	300	D	\$ 44.28	81,430	D
Common Stock	11/03/2014	S	700	D	\$ 44.29	80,730	D
Common Stock	11/03/2014	S	300	D	\$ 44.3	80,430	D
Common Stock	11/03/2014	S	200	D	\$ 44.31	80,230	D
Common Stock	11/03/2014	S	700	D	\$ 44.32	79,530	D
Common Stock	11/03/2014	S	100	D	\$ 44.33	79,430	D
Common Stock	11/03/2014	S	100	D	\$ 44.335	79,330	D
Common Stock	11/03/2014	S	100	D	\$ 44.35	79,230	D
Common Stock	11/03/2014	S	100	D	\$ 44.36	79,130	D
Common Stock	11/03/2014	S	100	D	\$ 44.39	79,030	D
Common Stock	11/03/2014	S	100	D	\$ 44.4	78,930	D
Common Stock	11/03/2014	S	200	D	\$ 44.41	78,730	D
	11/03/2014	S	200	D	\$ 44.42	78,530	D

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Common Stock								
Common Stock	11/03/2014		S	100	D	\$ 44.44	78,430	D
Common Stock	11/03/2014		S	100	D	\$ 44.45	78,330	D
Common Stock	11/03/2014		S	100	D	\$ 44.46	78,230	D
Common Stock	11/03/2014		S	200	D	\$ 44.47	78,030 <sup>(2)</sup> <sup>(3)</sup>	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 (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. Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 11.27	11/03/2014		M	6,082	<sup>(4)</sup> 01/02/2015	Common Stock	6,082

## 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

11/04/2014

\*\*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).

Represents restricted stock units ("RSUs") issued in respect of already outstanding RSUs as a consequence of a dividend paid on the

- (1) Company's common stock on October 31, 2014. The RSUs issued on October 31, 2014 are subject to the same vesting and forfeiture provisions as the RSUs in respect of which they have been issued.
- (2) Includes shares issuable in respect of RSUs.
- (3) Transactions are continued on a Form 4 filed contemporaneously herewith.
- (4) 1/3 exercisable on 1/03/2006; 1/3 exercisable on 1/03/2007; 1/3 exercisable on 1/03/2008.

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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