

EMCOR GROUP INC
Form 4
December 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
Guzzi Anthony

(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)
12/16/2013

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)
President and CEO

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 (A) or (D) Price		
Common Stock	12/16/2013		M		15,000 A \$ 9.67	538,484	D
Common Stock	12/16/2013		F		3,619 D \$ 40.07	534,865	D
Common Stock	12/16/2013		S		900 D \$ 40.04	533,965	D
Common Stock	12/16/2013		S		2,700 D \$ 40.05	531,265	D
Common Stock	12/16/2013		S		900 D \$ 40.06	530,365	D

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Common Stock	12/16/2013	S	200	D	\$ 40.07	530,165	D
Common Stock	12/16/2013	S	600	D	\$ 40.08	529,565	D
Common Stock	12/16/2013	S	2,000	D	\$ 40.09	527,565	D
Common Stock	12/16/2013	S	1,600	D	\$ 40.1	525,965	D
Common Stock	12/16/2013	S	100	D	\$ 40.11	525,865	D
Common Stock	12/16/2013	S	200	D	\$ 40.12	525,665	D
Common Stock	12/16/2013	S	200	D	\$ 40.16	525,465	D
Common Stock	12/16/2013	S	100	D	\$ 40.17	525,365	D
Common Stock	12/16/2013	S	300	D	\$ 40.18	525,065	D
Common Stock	12/16/2013	S	1,168	D	\$ 40.19	523,897	D
Common Stock	12/16/2013	S	232	D	\$ 40.2	523,665 ⁽¹⁾	D

Common Stock						5,790 ⁽²⁾	I	The Guzzi Family Irrevocable Trust
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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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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)	\$ 9.67	12/16/2013		M	15,000	<u>(3)</u>	10/24/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guzzi Anthony 301 MERRITT SEVEN NORWALK, CT 06851	X		President and CEO	

Signatures

Anthony Guzzi 12/18/2013
 __Signature of Date
 Reporting Person

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 securities were transferred by the reporting person as a gift to The Guzzi Family Irrevocable Trust (the "Trust") for the benefit of the reporting person's children. The reporting person's spouse is trustee of the Trust. Such transfer was reported on a previously filed Form 4. The reporting person disclaims beneficial ownership of such securities.
- (3) 1/3 exercisable on 10/25/05; 1/3 exercisable on 10/25/06; 1/3 exercisable on 10/25/07.

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.