

FRIED ALBERT JR

Form 4

November 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIED ALBERT JR

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)

45 BROADWAY, 24TH FLOOR

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

11/13/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

NEW YORK, NY 10006

(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	11/13/2012		M		20,000	A	\$ 22.53	119,171	D
Common Stock	11/13/2012		M		7,252	A	\$ 23.17	126,423	D
Common Stock	11/13/2012		M		20,000	A	\$ 20.42	146,423	D
Common Stock	11/13/2012		M		20,000	A	\$ 24.48	166,423	D
Common Stock	11/13/2012		M		20,000	A	\$ 12.49	186,423 ⁽¹⁾	D

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Employee Stock Options (right to buy)	\$ 22.53	11/13/2012		M	20,000	06/15/2006	06/14/2016	Common Stock	20
Non-Employee Stock Options (right to buy)	\$ 23.17	11/13/2012		M	7,252	<u>(2)</u>	01/01/2014	Common Stock	7
Non-Employee Stock Options (right to buy)	\$ 20.42	11/13/2012		M	20,000	06/16/2009	06/15/2017	Common Stock	20
Non-Employee Stock Options (right to buy)	\$ 24.48	11/13/2012		M	20,000	06/11/2010	06/10/2020	Common Stock	20
Non-Employee Stock Options (right to buy)	\$ 12.49	11/13/2012		M	20,000	06/16/2005	06/15/2015	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIED ALBERT JR 45 BROADWAY, 24TH FLOOR NEW YORK, NY 10006	X			

Signatures

Sheldon I. Cammaker,
Attorney-in-Fact

11/13/2012

__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) 25% exercisable on 1/2/2009; 25% exercisable on 4/1/2009; 25% exercisable on 7/1/2009; 25% exercisable on 10/1/2009.

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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