

EMCOR GROUP INC
Form 4
August 11, 2008

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 *
MATZ R KEVIN

(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)
08/07/2008

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 - Shared Services

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	(D)	Price
Common Stock	08/07/2008		M		20,000	A	\$ 4.048
					116,633 ⁽¹⁾	D	
Common Stock	08/07/2008		S		1,000	D	\$ 30.5
					115,633	D	
Common Stock	08/07/2008		S		2,000	D	\$ 30.53
					113,633	D	
Common Stock	08/07/2008		S		1,000	D	\$ 30.56
					112,633	D	
Common Stock	08/07/2008		S		1,000	D	\$ 30.58
					111,633	D	

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Common Stock	08/07/2008	S	500	D	\$ 30.71	111,133	D
Common Stock	08/07/2008	S	500	D	\$ 30.74	110,633	D
Common Stock	08/08/2008	S	1,000	D	\$ 30.8	109,633	D
Common Stock	08/08/2008	S	1,000	D	\$ 30.82	108,633	D
Common Stock	08/08/2008	S	500	D	\$ 30.9	108,133	D
Common Stock	08/08/2008	S	500	D	\$ 30.9201	107,633	D
Common Stock	08/08/2008	S	500	D	\$ 30.95	107,133	D
Common Stock	08/08/2008	S	500	D	\$ 31.0801	106,633 ⁽²⁾	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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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 Options (right to buy) ⁽³⁾	\$ 4.048	08/07/2008		M	20,000	01/04/2000	01/03/2009	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

MATZ R KEVIN
301 MERRITT SEVEN
NORWALK, CT 06851

EVP - Shared Services

Signatures

R. Kevin Matz 08/11/2008

__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) The amount of securities beneficially owned by the reporting person has been increased by 4 shares to reflect a previous rounding error.
- (2) Includes shares issuable with respect to restricted stock units.
- (3) Derivative security is an employee stock option.

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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