

BROWN DAVID A B
Form 4
November 13, 2012

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 *
BROWN DAVID A B

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)
379 MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2012

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

WINCHESTER, MA 01890-2923
(City) (State) (Zip)

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

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	11/12/2012		M		10,000	A	\$ 22.53	18,876	D	
Common Stock	11/12/2012		M		7,252	A	\$ 23.17	26,128	D	
Common Stock	11/12/2012		M		20,000	A	\$ 20.42	46,128	D	
Common Stock	11/12/2012		M		8,333	A	\$ 22.9	54,461	D	
Common Stock	11/12/2012		S		5,000	D	\$ 32.1	49,461	D	
	11/12/2012		S		5,000	D		44,461	D	

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Common Stock						\$ 32.12		
Common Stock	11/12/2012		S	7,730	D	\$ 32.15	36,731	D
Common Stock	11/12/2012		S	6,652	D	\$ 32.2	30,079	D
Common Stock	11/12/2012		S	1,957	D	\$ 32.25	28,122	D
Common Stock	11/12/2012		S	1,943	D	\$ 32.27	26,179	D
Common Stock	11/12/2012		S	2,686	D	\$ 32.28	23,493	D
Common Stock	11/12/2012		S	4,799	D	\$ 32.29	18,694	D
Common Stock	11/12/2012		S	4,200	D	\$ 32.3	14,494	D
Common Stock	11/12/2012		S	5,618	D	\$ 32.35	8,876 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Stock Options (right to buy)	\$ 22.53	11/12/2012		M	10,000	06/15/2006	06/14/2016	Common Stock
Non-Employee Stock Options (right to buy)	\$ 23.17	11/12/2012		M	7,252	⁽²⁾	01/01/2014	Common Stock

Non-Employee Stock Options (right to buy)	\$ 20.42	11/12/2012	M	20,000	06/16/2009	06/15/2017	Common Stock	20
Non-Employee Stock Options (right to buy)	\$ 22.9	11/12/2012	M	8,333	<u>(3)</u>	01/01/2013	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN DAVID A B 379 MAIN STREET WINCHESTER, MA 01890-2923		X		

Signatures

Sheldon I. Cammaker, Attorney-in-Fact	11/13/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.
- (3) 25% exercisable on 1/2/2008; 25% exercisable on 4/1/2008; 25% exercisable on 7/1/2008; 25% exercisable on 10/1/2008.

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.