

EMCOR GROUP INC
Form 4
November 03, 2014

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 *
YONKER MICHAEL T

(Last) (First) (Middle)
447 GOLDEN EYE DRIVE
(Street)
BOCA GRANDE, FL 33921

(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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 10/31/2014 | | M | V Amount (A) or (D) Price | \$ 20,000 A 36.035 | 57,159 | D |
| Common Stock | 10/31/2014 | | A | 47 ⁽¹⁾ A | \$ 0 | 57,206 | D |
| Common Stock | 10/31/2014 | | S | 6,418 D | \$ 44 | 50,788 | D |
| Common Stock | 10/31/2014 | | S | 4,700 D | \$ 44.01 | 46,088 | D |
| Common Stock | 10/31/2014 | | S | 300 D | \$ 44.02 | 45,788 | D |
| Common Stock | 10/31/2014 | | S | 7,382 D | \$ 44.03 | 38,406 | D |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|-----|---|----------|-----------------------|---|
| Common Stock | 10/31/2014 | S | 300 | D | \$ 44.04 | 38,106 | D |
| Common Stock | 10/31/2014 | S | 800 | D | \$ 44.05 | 37,306 | D |
| Common Stock | 10/31/2014 | S | 100 | D | \$ 44.06 | 37,206 ⁽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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(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 of Underlying Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Non-Employee Stock Options (right to buy) | \$ 36.035 | 10/31/2014 | | M | 20,000 | 06/20/2007 06/19/2015 | Common Stock | 20 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| YONKER MICHAEL T 447 GOLDEN EYE DRIVE BOCA GRANDE, FL 33921 | X | | | |

Signatures

Sheldon I. Cammaker,
Attorney-in-Fact

11/03/2014

__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 to which they have been issued.

(2) Includes shares issuable in respect of RSUs.

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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