

MACINNIS FRANK T
Form 4
December 13, 2004

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 *
MACINNIS FRANK T

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)
301 MERRITT SEVEN

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

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

NORWALK, CT 06851

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

(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 or Price		
Common Stock	12/10/2004		M		34,283 A \$ 4.75	98,978	D
Common Stock	12/10/2004		S		2,000 D \$ 42.5	96,978	D
Common Stock	12/10/2004		S		1,000 D \$ 42.51	95,978	D
Common Stock	12/10/2004		S		1,500 D \$ 42.7	94,478	D
Common Stock	12/10/2004		S		500 D \$ 42.72	93,978	D

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Common Stock	12/10/2004	S	1,000	D	\$ 42.8	92,978	D
Common Stock	12/10/2004	S	500	D	\$ 42.9	92,478	D
Common Stock	12/10/2004	S	1,000	D	\$ 43	91,478	D
Common Stock	12/10/2004	S	4,000	D	\$ 43.3	87,478	D
Common Stock	12/10/2004	S	1,000	D	\$ 43.35	86,478	D
Common Stock	12/10/2004	S	2,000	D	\$ 43.12	84,478	D
Common Stock	12/10/2004	S	1,000	D	\$ 43.7	83,478	D
Common Stock	12/10/2004	S	1,000	D	\$ 43.9	82,478	D
Common Stock	12/10/2004	S	100	D	\$ 43.93	82,378	D
Common Stock	12/10/2004	S	1,000	D	\$ 43.96	81,378	D
Common Stock	12/10/2004	S	1,400	D	\$ 43.97	79,978	D
Common Stock	12/10/2004	S	1,000	D	\$ 44	78,978	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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Employee

Stock

Options (right to buy) ⁽¹⁾	\$ 4.75	12/10/2004	M	34,283	04/05/1998 ⁽²⁾	04/04/2005	Common Stock	34,2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACINNIS FRANK T 301 MERRITT SEVEN NORWALK, CT 06851	X		Chairman & CEO	

Signatures

Frank T. MacInnis	12/13/2004
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^{**}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) Derivative security is an employee stock option.
- (2) The option became exercisable in three equal installments on April 5, 1996, April 5, 1997, and April 5, 1998.

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.