

MATZ R KEVIN  
Form 4  
November 28, 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 \*  
MATZ R KEVIN

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)  
11/27/2012

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

EVP - Shared Services

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/27/2012		M		49,900 A \$ 13.683	197,336	D
Common Stock	11/27/2012		F		20,816 D \$ 32.8	176,520	D
Common Stock	11/27/2012		S		400 D \$ 32.83	176,120	D
Common Stock	11/27/2012		S		500 D \$ 32.84	175,620	D
Common Stock	11/27/2012		S		800 D \$ 32.85	174,820	D

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Common Stock	11/27/2012	S	1,700	D	\$ 32.87	173,120	D
Common Stock	11/27/2012	S	500	D	\$ 32.91	172,620	D
Common Stock	11/27/2012	S	1,200	D	\$ 32.95	171,420	D
Common Stock	11/27/2012	S	10,900	D	\$ 32.99	160,520	D
Common Stock	11/27/2012	S	2,000	D	\$ 33	158,520	D
Common Stock	11/27/2012	S	500	D	\$ 33.01	158,020	D
Common Stock	11/27/2012	S	500	D	\$ 33.02	157,520	D
Common Stock	11/27/2012	S	1,000	D	\$ 33.03	156,520	D
Common Stock	11/27/2012	S	515	D	\$ 33.07	156,005	D
Common Stock	11/27/2012	S	1,000	D	\$ 33.08	155,005	D
Common Stock	11/27/2012	S	1,500	D	\$ 33.09	153,505	D
Common Stock	11/27/2012	S	2,000	D	\$ 33.11	151,505	D
Common Stock	11/27/2012	S	1,000	D	\$ 33.12	150,505	D
Common Stock	11/27/2012	S	1,000	D	\$ 33.14	149,505 <sup>(1)</sup>	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.**

SEC 1474  
(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 13.683		11/27/2012	M	49,900	<u>(2)</u>	01/01/2013	Common Stock	49,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATZ R KEVIN 301 MERRITT SEVEN NORWALK, CT 06851			EVP - Shared Services	

## Signatures

R. Kevin Matz	11/28/2012
<u>        </u> **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 1/2/2003; 25% exercisable on 1/2/2004; 25% exercisable on 1/2/2005; 25% exercisable on 12/31/2005.

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.