

EMCOR GROUP INC

Form 4

May 10, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAMM RICHARD F JR

(Last) (First) (Middle)

3005 FIRST AVENUE

(Street)

SEATTLE, WA 98121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EMCOR GROUP INC [EME]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/08/2006		M	6,000 A	\$ 21.15 7,380 ⁽¹⁾	D	
Common Stock	05/08/2006		M	6,654 A	\$ 27.365 14,034	D	
Common Stock	05/08/2006		M	8,550 A	\$ 21.915 22,584	D	
Common Stock	05/08/2006		S	600 D	\$ 51.36 21,984	D	
Common Stock	05/08/2006		S	400 D	\$ 51.37 21,584	D	
	05/08/2006		S	500 D	\$ 51.38 21,084	D	

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Common Stock							
Common Stock	05/08/2006	S	1,100	D	\$ 51.39	19,984	D
Common Stock	05/08/2006	S	2,400	D	\$ 51.4	17,584	D
Common Stock	05/08/2006	S	2,000	D	\$ 51.42	15,584	D
Common Stock	05/08/2006	S	1,100	D	\$ 51.43	14,484	D
Common Stock	05/08/2006	S	3,704	D	\$ 51.44	10,780	D
Common Stock	05/08/2006	S	100	D	\$ 51.45	10,680	D
Common Stock	05/08/2006	S	700	D	\$ 51.46	9,980	D
Common Stock	05/08/2006	S	1,000	D	\$ 51.47	8,980	D
Common Stock	05/08/2006	S	2,600	D	\$ 51.48	6,380	D
Common Stock	05/08/2006	S	500	D	\$ 51.51	5,880	D
Common Stock	05/08/2006	S	1,000	D	\$ 51.52	4,880	D
Common Stock	05/08/2006	S	900	D	\$ 51.54	3,980	D
common Stock	05/08/2006	S	2,000	D	\$ 51.55	1,980	D
Common Stock	05/08/2006	S	300	D	\$ 51.56	1,680	D
Common Stock	05/08/2006	S	100	D	\$ 51.58	1,580	D
Common Stock	05/08/2006	S	200	D	\$ 51.6	1,380	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Stock Options (right to buy)	\$ 21.15	05/08/2006		M		6,000		07/12/2001	07/11/2011	Common Stock	6,000
Non-Employee Stock Options (right to buy)	\$ 27.365	05/08/2006		M		6,654		<u>(2)</u>	07/01/2008	Common Stock	6,654
Non-Employee Stock Options (right to buy)	\$ 21.915	05/08/2006		M		8,550		<u>(3)</u>	01/02/2009	Common Stock	8,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMM RICHARD F JR 3005 FIRST AVENUE SEATTLE, WA 98121		X		

Signatures

By: Sheldon I. Cammaker,
Attorney-in-Fact

05/10/2006

**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 number of shares, derivative securities and related prices reported by the reporting person on this Form 4 have been adjusted to reflect the 2-for-1 stock split of the Company's common stock that occurred on February 10, 2006.
- (2) 25% exercisable on or after 1/02/03; 25% exercisable on or after 4/1/03; 25% exercisable on or after 7/01/03; 25% exercisable on or after 10/01/03.
- (3) 25% exercisable on or after 1/02/04; 25% exercisable on or after 4/1/04; 25% exercisable on or after 7/01/04; 25% exercisable on or after 10/01/04.

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