

MACINNIS FRANK T  
Form 4/A  
December 08, 2005

**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)  
03/28/2005

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

NORWALK, CT 06851  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/30/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/28/2005                           |  | M                              |   | 155,717 A \$ 4.75   | D  |                                   |
| Common Stock                    | 03/28/2005                           |  | F                              |   | 15,478 (1) D \$ 47.79   | D  |                                   |
| Common Stock                    | 03/28/2005                           |  | S                              |   | 200 D \$ 47.71  | D  |                                   |
| Common Stock                    | 03/28/2005                           |  | S                              |   | 1,000 D \$ 47.76  | D  |                                   |
| Common Stock                    | 03/28/2005                           |  | S                              |   | 1,300 D \$ 47.79  | D  |                                   |

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|              |            |   |        |   |          |                                      |   |
|--------------|------------|---|--------|---|----------|--------------------------------------|---|
| Common Stock | 03/28/2005 | S | 18,500 | D | \$ 47.8  | 196,981                              | D |
| Common Stock | 03/28/2005 | S | 400    | D | \$ 47.82 | 196,581                              | D |
| Common Stock | 03/28/2005 | S | 200    | D | \$ 47.84 | 196,381                              | D |
| Common Stock | 03/28/2005 | S | 400    | D | \$ 47.85 | 195,981                              | D |
| Common Stock | 03/28/2005 | S | 300    | D | \$ 47.88 | 195,681                              | D |
| Common Stock | 03/28/2005 | S | 3,800  | D | \$ 47.9  | 191,881                              | D |
| Common Stock | 03/28/2005 | S | 1,100  | D | \$ 47.92 | 190,781                              | D |
| Common Stock | 03/28/2005 | S | 300    | D | \$ 47.93 | 190,481                              | D |
| Common Stock | 03/28/2005 | S | 1,100  | D | \$ 47.95 | 189,381                              | D |
| Common Stock | 03/28/2005 | S | 200    | D | \$ 47.97 | 189,181                              | D |
| Common Stock | 03/28/2005 | S | 100    | D | \$ 47.99 | 189,081                              | D |
| Common Stock | 03/28/2005 | S | 800    | D | \$ 48    | 188,281                              | D |
| Common Stock | 03/28/2005 | S | 2,400  | D | \$ 48.01 | 185,881                              | D |
| Common Stock | 03/28/2005 | S | 4,500  | D | \$ 48.02 | 181,381                              | D |
| Common Stock | 03/28/2005 | S | 100    | D | \$ 48.03 | 181,281                              | D |
| Common Stock | 03/28/2005 | S | 100    | D | \$ 48.04 | 181,181                              | D |
| Common Stock | 03/28/2005 | S | 100    | D | \$ 48.09 | 181,081                              | D |
| Common Stock | 03/28/2005 | S | 700    | D | \$ 48.1  | 180,381 <sup>(2)</sup><br><u>(5)</u> | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Options (right to buy) <sup>(3)</sup> | \$ 4.75  | 03/28/2005                           |  | M                              | 155,717   | 04/05/1998 <sup>(4)</sup> 04/04/2005                     | Common Stock 155  |

**Reporting Owners**

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

**Signatures**

Frank T. MacInnis  
 12/08/2005  
 \*\*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) These shares were delivered to the Company as payment for the shares acquired upon exercise of the stock options.
- (2) Includes shares issuable in respect of restricted stock units granted pursuant to the Company's Executive Stock Bonus Plan.
- (3) Derivative security is an employee stock option.
- (4) The option became exercisable in three equal installments on April 5, 1996, April 5, 1997, and April 5, 1998.
- (5) This amendment is being filed to correctly report the amount of securities owned following the transactions.

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.