

EMCOR GROUP INC  
Form 4  
March 27, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Last) (First) (Middle)  
301 MERRITT SEVEN  
(Street)

NORWALK, CT 06851

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2006

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)

SVP - Shared Services

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)
				(A) or (D)	Price		
Common Stock	03/24/2006		M	V	44,000	A	\$ 9.875 85,487 D
Common Stock	03/24/2006		S		200	D	\$ 48.47 85,287 D
Common Stock	03/24/2006		S		1,400	D	\$ 48.49 83,887 D
Common Stock	03/24/2006		S		18,900	D	\$ 48.51 64,987 D
Common Stock	03/24/2006		S		400	D	\$ 48.51 64,587 D

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Common Stock	03/26/2006	S	1,600	D	\$ 48.52	62,987	D
Common Stock	03/24/2006	S	1,000	D	\$ 48.53	61,987	D
Common Stock	03/24/2006	S	1,200	D	\$ 48.54	60,787	D
Common Stock	03/24/2006	S	5,700	D	\$ 48.55	55,087	D
Common Stock	03/24/2006	S	500	D	\$ 48.56	54,587	D
Common Stock	03/24/2006	S	200	D	\$ 48.57	54,387	D
Common Stock	03/24/2006	S	200	D	\$ 48.61	54,187	D
Common Stock	03/24/2006	S	200	D	\$ 48.65	53,987	D
Common Stock	03/24/2006	S	600	D	\$ 48.71	53,387	D
Common Stock	03/24/2006	S	100	D	\$ 48.72	53,287	D
Common Stock	03/24/2006	S	500	D	\$ 48.74	52,787	D
Common Stock	03/24/2006	S	100	D	\$ 48.77	52,687	D
Common Stock	03/24/2006	S	900	D	\$ 48.78	51,787	D
Common Stock	03/24/2006	S	1,000	D	\$ 48.79	50,787	D
Common Stock	03/24/2006	S	4,300	D	\$ 48.8	46,487	D
Common Stock	03/24/2006	S	100	D	\$ 48.81	46,387	D
Common Stock	03/24/2006	S	200	D	\$ 48.83	46,187	D
Common Stock	03/24/2006	S	200	D	\$ 48.84	45,987	D
Common Stock	03/24/2006	S	800	D	\$ 48.85	45,187	D
Common Stock	03/24/2006	S	100	D	\$ 48.86	45,087	D
	03/24/2006	S	500	D		44,587	D

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Common Stock						\$ 48.87	
Common Stock	03/24/2006	S	1,300	D	\$ 48.9	43,287	D
Common Stock	03/24/2006	S	300	D	\$ 48.91	42,987	D
Common Stock	03/24/2006	S	700	D	\$ 48.92	42,287	D
Common Stock	03/24/2006	S	100	D	\$ 48.93	42,187 <sup>(1)</sup> <sub>(2)</sub>	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy) <sup>(3)</sup>	\$ 9.875	03/24/2006		M	44,000	<sup>(4)</sup> 11/21/2007	Common Stock 44,000

## Reporting Owners

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

## Signatures

R. Kevin Matz

03/27/2006

\*\*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) Includes shares issuable in respect of restricted stock units.
- (2) Transactions are continued on a separate Form 4 filed contemporaneously herewith.
- (3) Derivative security is an employee stock option.
- (4) One-third exercisable on 11/21/98; one-third exercisable on 11/21/99; one-third exercisable on 11/21/00.

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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