

BROWN DAVID A B
Form 4
May 02, 2006

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 *
BROWN DAVID A B

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)
379 MAIN STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

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

WINCHESTER, MA 01890-2923

(City) (State) (Zip)

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

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	05/01/2006		M		6,200 (1) \$ 23.175	A	8,200 D
Common Stock	05/01/2006		S		700 \$ 50.5	D	7,500 D
Common Stock	05/01/2006		S		300 \$ 50.4	D	7,200 D
Common Stock	05/01/2006		S		200 \$ 50.39	D	7,000 D
Common Stock	05/01/2006		S		200 \$ 50.32	D	6,800 D
	05/01/2006		S		300 \$ 50.31	D	6,500 D

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Common Stock							
Common Stock	05/01/2006		S	200	D	\$ 50.3	6,300 D
Common Stock	05/01/2006		S	200	D	\$ 50.27	6,100 D
Common Stock	05/01/2006		S	200	D	\$ 50.22	5,900 D
Common Stock	05/01/2006		S	800	D	\$ 50.2	5,100 D
Common Stock	05/01/2006		S	300	D	\$ 50.18	4,800 D
Common Stock	05/01/2006		S	300	D	\$ 50.15	4,500 D
Common Stock	05/01/2006		S	400	D	\$ 50.1	4,100 D
Common Stock	05/01/2006		S	300	D	\$ 50.03	3,800 D
Common Stock	05/01/2006		S	200	D	\$ 50.02	3,600 D
Common Stock	05/01/2006		S	200	D	\$ 49.91	3,400 D
Common Stock	05/01/2006		S	200	D	\$ 49.9	3,200 D
Common Stock	05/01/2006		S	600	D	\$ 49.84	2,600 D
Common Stock	05/01/2006		S	100	D	\$ 49.83	2,500 D
Common Stock	05/01/2006		S	500	D	\$ 49.8	2,000 ⁽²⁾ 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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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(A) or (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Non-Employee Stock Options (right to buy)	\$ 23.175	05/01/2006	M	6,200	<u>(3)</u>	01/01/2007	Common Stock	6,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN DAVID A B 379 MAIN STREET WINCHESTER, MA 01890-2923		X		

Signatures

Sheldon I. Cammaker,
Attorney-in-Fact

05/02/2006

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 on this Form 4 represents an adjustment required by the 2-for-1 stock split of the Company's common stock effected February 10, 2006 (the "Stock Split").
- (2) Due to the Stock Split, the reporting person's ownership has been adjusted to include 1,000 additional shares of common stock.
- (3) 25% exercisable on 1/2/02; 25% exercisable on 4/1/02; 25% exercisable on 7/1/02 and 25% exercisable on 10/1/02.

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.