

MATZ R KEVIN
Form 4/A
January 04, 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 *
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)
03/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/31/2005

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 Ownership (Instr. 4)
Common Stock	03/31/2005		M	V Amount (A) or (D) Price \$ 5.13	16,045 ⁽¹⁾ ₍₄₎	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)

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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 of Underlying Securities (Instr. 3 and 4)
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Employee Stock Options (right to buy) ⁽²⁾	\$ 5.13	03/31/2005		M	1,700	04/05/1998 ⁽³⁾	04/05/2005	Common Stock	Amount or Number of Shares
									1,700

Reporting Owners

Reporting Owner Name / Address	Relationships								
MATZ R KEVIN 301 MERRITT SEVEN NORWALK, CT 06851	<table border="1"> <thead> <tr> <th data-bbox="478 955 574 997">Director</th> <th data-bbox="590 955 718 997">10% Owner</th> <th data-bbox="734 955 829 997">Officer</th> <th data-bbox="1037 955 1117 997">Other</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td>SVP - Shared Services</td> <td></td> </tr> </tbody> </table>	Director	10% Owner	Officer	Other			SVP - Shared Services	
Director	10% Owner	Officer	Other						
		SVP - Shared Services							

Signatures

R. Kevin Matz	01/04/2006
**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 granted pursuant to the Company's Executive Stock Bonus Plan.
 - (2) Derivative security is an employee stock option.
 - (3) The option became exercisable in three equal installments on April 5, 1996, April 5, 1997, and April 5, 1998.
 - (4) 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.
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