SEC Form 4

FORM 4

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

OMB APPROVAL

OMB Number: 3235-028							
Estimated average burden							
hours per response	: 0.5						

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>EMCOR Group, Inc.</u> [EME]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
POMPA MARK A			EWCOK Oroup, me. [EWE]	ľ	Director	10% Owner				
(Last) 301 MERRIT	(First) (Middle) CRRITT SEVEN		3. Date of Earliest Transaction (Month/Day/Year) 04/27/2023	X	Officer (give title below) EVP & C	Other (specify below) FO				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable				
NORWALK	СТ	06851		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting				
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. Transa Code (8)		4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	04/27/2023		S		25,000 ⁽¹⁾	D	\$170 ⁽²⁾	58,758 ⁽⁴⁾	D	
Common Stock	04/28/2023		A		22 ⁽³⁾	A	\$ <mark>0</mark>	58,780 ⁽⁴⁾	D	

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. Transa Code (8)		5. Number of 6. Date Exercisable Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sale reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan dated as of March 15, 2022 and effective as of April 14, 2022.

2. The price reported is the weighted average of all the shares sold on April 27, 2023. The shares were sold at an average price of \$170.00, at varying prices in the range of \$170.00 to \$170.06. The Reporting Person undertakes, upon request by the Staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

3. Represents restricted stock units ("RSUs") issued in respect of already outstanding RSUs as a consequence of a dividend paid on the Company's common stock on April 28, 2023. The RSUs issued on April 28, 2023 are subject to the same vesting and forfeiture provisions as the RSUs in respect of which they have been issued.

4. Includes shares issuable in respect of RSUs.



05/01/2023

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.