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EMCOR GROUP INC
Form DEFA14A
June 08, 2005

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14-2.

EMCOR Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on the table below per Exchange Act Rules 14a-6(i)(4) and 0-12.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On June 7, 2005, EMCOR Group, Inc. filed a Form 8-K with the Securities and Exchange Commission to report the following information:

In its proxy statement dated April 27, 2005 ("Proxy Statement"), EMCOR Group, Inc. ("EMCOR") submitted to its stockholders a proposal to approve the adoption by its Board of Directors of a 2005 Management Stock Incentive Plan (the "Plan") that would authorize 600,000 shares of EMCOR common stock to be available for issuance as awards under the plan. The Plan would be administered by the Compensation and Personnel Committee of EMCOR's Board of Directors, which has discretion to specify the amount, terms and conditions of awards.

If stockholders approve adoption of the Plan as contained in the Proxy Statement, the Compensation and Personnel has determined to administer the Plan so that not more than 450,000 shares are awarded under the Plan.

In Note I to its Consolidated Financial Statements contained in its Form 10-K for the year ended December 31, 2004, EMCOR provided certain information concerning weighted average exercise prices and weighted average remaining lives of options outstanding at December 31, 2004. As of April 20, 2005 the weighted average remaining life of all options outstanding under stockholder approved plans was 6.70 years, and the weighted average exercise price and weighted average remaining life of all options outstanding under plans not approved by stockholders were \$35.43 and 6.42 years, respectively.