

SORZANO JOSE S
Form 4
May 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
SORZANO JOSE S

(Last) (First) (Middle)
5305 LEE HIGHWAY NORTH
(Street)

ARLINGTON, VA 22207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MASTEC INC [MTZ]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2005

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/27/2005 | | M | 22,500 A | \$ 5.7833 34,694 | D | |
| Common Stock | 05/27/2005 | | S | 22,500 D | \$ 8.25 12,194 | D | |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 5.7833 | 05/27/2005 | | M ⁽¹⁾ | 22,500 | 05/27/2005 ⁽²⁾ | 06/28/2005 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.32 | | | | | ⁽³⁾ | 11/12/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.86 | | | | | ⁽⁴⁾ | 06/02/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) ⁽⁵⁾ | \$ 8.8 | | | | | 12/01/2005 ⁽⁶⁾ | 12/01/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 12.695 | | | | | ⁽²⁾ | 03/22/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.655 | | | | | ⁽²⁾ | 06/27/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.87 | | | | | ⁽⁷⁾ | 12/16/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.0625 | | | | | ⁽²⁾ | 12/29/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.5555 | | | | | ⁽²⁾ | 06/04/2006 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 17.8959 | | | | | ⁽²⁾ | 05/25/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SORZANO JOSE S 5305 LEE HIGHWAY NORTH ARLINGTON, VA 22207 | | | X | |

Signatures

By: /s/ Michael G. Nearing For: Jose S.
Sorzano 05/31/2005

__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) Exercise of exempt Rule 16b-3 option.
- (2) Exempt stock option under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors which vest 1/3 per year beginning twelve months from the date of grant in equal installments.
- (3) Exempt stock option granted under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors. 50% vested May 15, 2002 and remaining 50% vested May 2003.
- (4) Exempt stock option grant that vests over three years. First two years vest at 33% and third year vests at 34%. Vesting begins twelve months after date of grant (06/02/2003).
- (5) Formula stock option grant pursuant to MasTec, Inc. Amended and Restated 2003 Plan for Non-Employees for no cash consideration.
- (6) Exempt stock option grant that vests over three years beginning twelve months after date of grant (12/01/2004). First year 33% vests. Second year an additional 33% vests. Third year remaining 34% vests.
- (7) Exempt stock option grant that vests over three years. First two years vest at 33% and third year vests at 34%. Vesting begins twelve months after date of grant (12/16/2003).

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.