

MASTEC INC
Form 4
June 20, 2007

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 *
SHANFELTER AUSTIN J

(Last) (First) (Middle)

800 DOUGLAS ROAD, SUITE 800

(Street)

CORAL GABLES, FL 33134

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/20/2007 | | S | 1,700 | D \$ 14.67 | 130,649 | D |
| Common Stock | 06/20/2007 | | S | 500 | D \$ 14.69 | 130,149 | D |
| Common Stock | 06/20/2007 | | S | 1,700 | D \$ 14.7 | 128,449 | D |
| Common Stock | 06/20/2007 | | S | 200 | D \$ 14.72 | 128,249 | D |
| Common Stock | 06/20/2007 | | S | 600 | D \$ 14.73 | 127,649 | D |
| | 06/20/2007 | | S | 200 | D | 127,449 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | \$ 14.74 | | |
| Common Stock | 06/20/2007 | S | 1,200 | D | \$ 14.75 | 126,249 | D |
| Common Stock | 06/20/2007 | S | 800 | D | \$ 14.76 | 125,449 | D |
| Common Stock | 06/20/2007 | S | 800 | D | \$ 14.77 | 124,649 | D |
| Common Stock | 06/20/2007 | S | 1,100 | D | \$ 14.78 | 123,549 | D |
| Common Stock | 06/20/2007 | S | 2,000 | D | \$ 14.8 | 121,549 | D |
| Common Stock | 06/20/2007 | S | 2,000 | D | \$ 14.81 | 119,549 | D |
| Common Stock | 06/20/2007 | S | 1,800 | D | \$ 14.82 | 117,749 | D |
| Common Stock | 06/20/2007 | S | 1,400 | D | \$ 14.83 | 116,349 | D |
| Common Stock | 06/20/2007 | S | 200 | D | \$ 14.84 | 116,149 | D |
| Common Stock | 06/20/2007 | S | 800 | D | \$ 14.85 | 115,349 | D |
| Common Stock | 06/20/2007 | S | 1,600 | D | \$ 14.86 | 113,749 | D |
| Common Stock | 06/20/2007 | S | 300 | D | \$ 14.87 | 113,449 | D |
| Common Stock | 06/20/2007 | S | 700 | D | \$ 14.88 | 112,749 | D |
| Common Stock | 06/20/2007 | S | 700 | D | \$ 14.89 | 112,049 | D |
| Common Stock | 06/20/2007 | S | 200 | D | \$ 14.9 | 111,849 | D |
| Common Stock | 06/20/2007 | S | 400 | D | \$ 14.91 | 111,449 | D |
| Common Stock | 06/20/2007 | S | 400 | D | \$ 14.92 | 111,049 | D |
| Common Stock | 06/20/2007 | S | 100 | D | \$ 14.95 | 110,949 | D |
| Common Stock | 06/20/2007 | S | 100 | D | \$ 14.97 | 110,849 | D |
| | 06/20/2007 | S | 300 | D | | 110,549 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|---------|---|
| Common Stock | | | | | | \$ 14.98 | | |
| Common Stock | 06/20/2007 | | S | 300 | D | \$ 14.99 | 110,249 | D |
| Common Stock | 06/20/2007 | | S | 200 | D | \$ 15 | 110,049 | D |
| Common Stock | 06/20/2007 | | S | 2,700 | D | \$ 14.79 | 107,349 | D |

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

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHANFELTER AUSTIN J 800 DOUGLAS ROAD SUITE 800 CORAL GABLES, FL 33134 | | X | | |

Signatures

/s/ Alberto de Cardenas, Attorney-in-Fact for Austin Shanfelter

06/20/2007

__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).

Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on June 20, 2007 are reported on additional Forms 4 filed on June 20, 2007 for reporting person. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on June 4, 2007. The trading plan was established to sell up to 120,000 shares and calls for the orderly sale of these shares at three ascending limit price levels, from \$13 to \$17 per share. Following completion of the sales, and assuming all of the shares subject to the plan are sold, the Reporting Person will still beneficially own approximately 950,000 shares. The shares will be the first sold by the Reporting Person since his joining the Company other than 50,000 shares he sold in 1998. The plan will terminate on June 30, 2008 unless earlier terminated.

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.