

HEUVELEN JOHN VAN
Form 4
February 04, 2005

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 *
HEUVELEN JOHN VAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
363 HIGH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

DENVER, CO 80218

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2005		A		9,941	A	\$ 9.12
							(1)

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 Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-Qualified Stock Option (right to buy)	\$ 4.86					06/02/2004 ⁽²⁾	06/02/2013	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 7.375					06/14/2003 ⁽³⁾	06/14/2012	Common Stock	45,000
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 8.8					12/01/2005 ⁽⁵⁾	12/01/2014	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 13.87					12/16/2004 ⁽⁶⁾	12/16/2013	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEUVELEN JOHN VAN 363 HIGH STREET DENVER, CO 80218	X			

Signatures

By: /s/ Michael Nearing For: John Van Heuvelen 02/04/2005

 **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) These shares represent shares of restricted stock granted under the MasTec, Inc. 2003 Stock Incentive Plan for Non-Employees. These shares will vest 100% on July 1, 2007.

(2)

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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).

- (3) 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.
- (4) Formula stock option grant pursuant to MasTec, Inc. Amended and Restated 2003 Plan for Non-Employees for no cash consideration.
- (5) 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.
- (6) 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.

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