MASTEC INC Form 4 June 02, 2005

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * JOHNSON JULIA L

(First) (Middle)

1650 SUMMIT LAKE DRIVE, SUITE 101-A

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MASTEC INC [MTZ]

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

06/01/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Officer (give title

X_ Director

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

TALLAHASSEE, FL 32317

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or (Month/Day/Year) Execution Date, if

> Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common

Stock

Security

(Instr. 3)

9,941

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
(allowed)	Derivative Security		((2115121 0)	or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 8.46	06/01/2005		A	20,000	06/01/2006(2)	06/01/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.86					06/02/2004(3)	06/02/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.775					02/06/2003(4)	02/06/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.8					12/01/2005(5)	12/01/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.87					12/16/2004 <u>(6)</u>	12/16/2013	Common Stock

Reporting Owners

**Signature of Reporting Person

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
JOHNSON JULIA L 1650 SUMMIT LAKE DRIVE SUITE 101-A TALLAHASSEE, FL 32317	X					
Signatures						
By: /s/ Michael G. Nearing For: Johnson	Julia L.		06/02	/2005		

Reporting Owners 2

Date

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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) Formula stock option grant pursuant to MasTec, Inc. Amended and Restated 2003 Plan for Non-Employees for no cash consideration.
- (2) 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 (06/01/2005).
- (3) 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).
- (4) Exempt stock option granted under the MasTec, Inc. 1994 Stock Incentive Plan which vests over three years in equal installments beginning 12 months from the date of grant (02-06-02).
- (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. 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.