### Edgar Filing: MASTEC INC - Form 4

| MASTEC If<br>Form 4   | NC                                      |  |   |                 |   |                  |                     |  |  |   |
|---|---|--|---|-----------------|---|------------------|---------------------|--|--|---|
| February 21   | , 2014                                  |  |   |                 |   |                  |                     |  |  |   |
| FORM  |   |  |   |                 |   |                  |                     | OMB APPROVAL   |  |   |
|   | Washington, D.C. 20549                  |  |   |                 |   | OMMISSION        | OMB<br>Number:      | 3235-0287  |  |   |
| Check th<br>if no lon<br>subject t<br>Section<br>Form 4 o<br>Form 5 |   | OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Section 16(a) of the Securities Exchange Act of 1934, |   |                 |   |                  |                     | Expires:January 31,<br>2005Estimated averageburden hours per<br>response0.5  |  |   |
| obligatic<br>may con<br><i>See</i> Instr<br>1(b).                   | tinue. Section 17                       | (a) of the l   | Public U  | tility Hol      |   | npany            | Act of 1            | 1935 or Section  | l  |   |
| (Print or Type  | Responses)                              |  |   |                 |   |                  |                     |  |  |   |
|   |   |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>MASTEC INC [MTZ] |                 |   |                  | -8                  | 5. Relationship of Reporting Person(s) to Issuer   |  |   |
| (Last)  | (First)                                 | (Middle)   | 3. Date of Earliest Transaction (Check                                    |                 |   |                  | all applicable      | )  |  |   |
| (Mc   |   |  | (Month/I  | Month/Day/Year) |   |                  |                     | _X_ Director<br>Officer (give t<br>pelow)  |  | Owner<br>r (specify   |
|   |   |  |   | onth/Day/Year)  |   |                  |                     | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |   |
|   |   |  |   |                 |   |                  | I                   | Person   |  |   |
| (City)  | (State)                                 | (Zip)  | Tab   | le I - Non-l    | Derivative                                | Secur            | ities Acqu          | ired, Disposed of,   | or Beneficial  | y Owned   |
| 1.Title of<br>Security<br>(Instr. 3)                                | 2. Transaction Date<br>(Month/Day/Year) | ansaction Date 2A. Deemed<br>th/Day/Year) Execution Date, if<br>any<br>(Month/Day/Year)                      |   |                 | 4. Securit<br>ord Dispose<br>(Instr. 3, 4 | ed of (<br>and 5 | D)                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code V          | Amount                                    | (A)<br>or<br>(D) | Price               | Transaction(s)<br>(Instr. 3 and 4)   | (Instr. 4)   |   |
| Common<br>Stock   | 02/20/2014                              |  |   | М               | 10,000                                    | А                | \$ 8.46             | 57,769   | D  |   |
| Common<br>Stock (1)   | 02/20/2014                              |  |   | S               | 10,000                                    | D                | \$<br>37.037<br>(2) | 47,769   | D  |   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number of<br>TransactiorDerivative<br>Code Securities<br>(Instr. 8) Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|---|---|---|---|--|---------|--|--------------------|--|
|   |   |   |   | Code V   | (A) (D) | Date Exercisable   | Expiration<br>Date | Title I  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 8.46   | 02/20/2014                              |   | М  | 10,000  | 06/01/2006 <u>(3)</u>  | 06/01/2015         | Common<br>Stock                                      |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                         | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| L B   | Director      | 10% Owner | Officer | Other |  |  |  |
| JOHNSON JULIA L<br>5169 LATROBE DRIVE<br>WINDERMERE, FL 34786 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| /s/Albert deCardenas for Julia<br>Johnson                     | 02/21/2014    |           |         |       |  |  |  |
| <b>**</b> Signature of Reporting Person                       |               | Date      |         |       |  |  |  |
| Evalenation of Decremence.                                    |               |           |         |       |  |  |  |

### **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) Pursuant to a 10b5-1 Plan.

The price reported in Column 4 is a weighted average price. These shares were sold pursuant to a 10b5-1 Sales Plan in multiple transactions at prices ranging from \$37.00 to \$37.24 inclusive. The reporting person undertakes to provide to MasTec, Inc. ("MasTec"),

(2) The instactions at prices ranging from \$57,50 to \$57,24 inclusive. The reporting person undertakes to provide to was rec, me. (Was rec) any security holder of MasTec or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) The options vested in substantially equal installments on June 1st of 2006, 2007, and 2008.

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.