

MASTEC INC
Form 4
March 24, 2014

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 *
MAS JOSE RAMON

(Last) (First) (Middle)
800 DOUGLAS ROAD, 12TH FLOOR
(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)
03/20/2014

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)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/20/2014 | | F | | 4,447 | D | \$ 42.44 2,326,848 |
| Common Stock | 03/20/2014 | | F | | 5,706 | D | \$ 42.44 2,321,142 |
| Common Stock | 03/20/2014 | | M | | 10,341 | A | \$ 9.67 2,331,483 |
| Common Stock | 03/20/2014 | | F | | 2,357 | D | \$ 42.44 2,329,126 |
| Common Stock | 03/20/2014 | | M | | 10,341 | A | \$ 9.67 2,339,467 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------------------------|-----------|---|------------------------|
| Common Stock | 03/20/2014 | M | 129,318 | A | \$ 9.67 | 2,468,785 | D | |
| Common Stock | 03/20/2014 | F | 71,354 | D | \$ 42.44 | 2,397,431 | D | |
| Common Stock | 03/21/2014 | S | 28,398 | D | \$ 42.7374 <u>(1)</u> | 2,369,033 | D | |
| Common Stock | | | | | | 1,073,767 | I | Indirect <u>(2)</u> |
| Common Stock | | | | | | 425,000 | I | Indirect <u>(3)</u> |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 9.67 | 03/20/2014 | | M | 10,341 | 08/05/2005 | 08/05/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.67 | 03/20/2014 | | M | 10,341 | 08/05/2005 | 08/05/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.67 | 03/20/2014 | | M | 129,318 | 08/05/2005 | 08/05/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | CEO | |

MAS JOSE RAMON
800 DOUGLAS ROAD
12TH FLOOR
CORAL GABLES, FL 33134

Signatures

By: /s/ Alberto de Cardenas For:
Jose Mas

03/24/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.54 to \$42.88 inclusive. The reporting person undertakes to provide to MasTec, Inc. ("MasTec"), 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 (1) to this Form 4.

(2) Shares owned of record by Jose Ramon Mas Holdings I Limited Partnership, a Texas limited partnership ("Jose Ramon Mas Holdings"). The sole general partner of Jose Ramon Mas Holdings is Jose Ramon Mas Holdings Corporation, a Texas corporation which is wholly-owned by Mr. Jose Ramon Mas.

(3) Shares held by Jose Mas Irrevocable Trust, of which the reporting person's spouse is one of the trustees. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

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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