

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)  
06/18/2007

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                    | 06/18/2007                           |  | S                              | 400   | D \$ 13.93  | 166,949  | D                                 |
| Common Stock                    | 06/18/2007                           |  | S                              | 600   | D \$ 13.95  | 166,349  | D                                 |
| Common Stock                    | 06/18/2007                           |  | S                              | 1,100   | D \$ 13.96  | 165,249  | D                                 |
| Common Stock                    | 06/18/2007                           |  | S                              | 1,700   | D \$ 13.97  | 163,549  | D                                 |
| Common Stock                    | 06/18/2007                           |  | S                              | 1,200   | D \$ 13.98  | 162,349  | D                                 |
|                                 | 06/18/2007                           |  | S                              | 800   | D   | 161,549  | D                                 |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock |            |   |       |   | \$ 13.99 |         |   |
| Common Stock | 06/18/2007 | S | 400   | D | \$ 14    | 161,149 | D |
| Common Stock | 06/18/2007 | S | 2,000 | D | \$ 14.01 | 159,149 | D |
| Common Stock | 06/18/2007 | S | 800   | D | \$ 14.02 | 158,349 | D |
| Common Stock | 06/18/2007 | S | 600   | D | \$ 14.03 | 157,749 | D |
| Common Stock | 06/18/2007 | S | 1,800 | D | \$ 14.04 | 155,949 | D |
| Common Stock | 06/18/2007 | S | 600   | D | \$ 14.05 | 155,349 | D |
| Common Stock | 06/18/2007 | S | 100   | D | \$ 14.06 | 155,249 | D |
| Common Stock | 06/18/2007 | S | 3,100 | D | \$ 14.07 | 152,149 | D |
| Common Stock | 06/18/2007 | S | 2,500 | D | \$ 14.08 | 149,649 | D |
| Common Stock | 06/18/2007 | S | 2,200 | D | \$ 14.09 | 147,449 | D |
| Common Stock | 06/18/2007 | S | 2,300 | D | \$ 14.1  | 145,149 | D |
| Common Stock | 06/18/2007 | S | 1,000 | D | \$ 14.11 | 144,149 | D |
| Common Stock | 06/18/2007 | S | 1,400 | D | \$ 14.12 | 142,749 | D |
| Common Stock | 06/18/2007 | S | 2,300 | D | \$ 14.13 | 140,449 | D |
| Common Stock | 06/18/2007 | S | 3,000 | D | \$ 14.14 | 137,449 | D |
| Common Stock | 06/18/2007 | S | 100   | D | \$ 14.15 | 137,349 | D |
| Common Stock | 06/20/2007 | S | 200   | D | \$ 14.58 | 137,149 | D |
| Common Stock | 06/20/2007 | S | 700   | D | \$ 14.6  | 136,449 | D |
| Common Stock | 06/20/2007 | S | 300   | D | \$ 14.61 | 136,149 | D |
|              | 06/20/2007 | S | 400   | D |          | 135,749 | D |

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|              |            |   |       |   |  |          |         |   |
|--------------|------------|---|-------|---|--|----------|---------|---|
| Common Stock |            |   |       |   |  | \$ 14.62 |         |   |
| Common Stock | 06/20/2007 | S | 400   | D |  | \$ 14.63 | 135,349 | D |
| Common Stock | 06/20/2007 | S | 1,400 | D |  | \$ 14.64 | 133,949 | D |
| Common Stock | 06/20/2007 | S | 400   | D |  | \$ 14.65 | 133,549 | D |
| Common Stock | 06/20/2007 | S | 1,200 | D |  | \$ 14.66 | 132,349 | 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 Owned Beneficially (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<br>800 DOUGLAS ROAD<br>SUITE 800<br>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:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 15, 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 planned 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.

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