

MASTEC INC
Form 4
June 20, 2007

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
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

OMB APPROVAL

OMB
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(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/18/2007		S		400	D	\$ 13.93
Common Stock	06/18/2007		S		600	D	\$ 13.95
Common Stock	06/18/2007		S		1,100	D	\$ 13.96
Common Stock	06/18/2007		S		1,700	D	\$ 13.97
Common Stock	06/18/2007		S		1,200	D	\$ 13.98
	06/18/2007		S		800	D	
							166,949
							166,349
							165,249
							163,549
							162,349
							161,549

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 800 DOUGLAS ROAD SUITE 800 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 1, 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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