

MASTEC INC
Form 4
April 20, 2015

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 *
de Cardenas Alberto

(Last) (First) (Middle)
800 DOUGLAS RD, 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)
04/16/2015

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)
EVP, General Counsel

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	04/16/2015		M	19,742 A \$ 10.13	114,693	D	
Common Stock ⁽¹⁾	04/16/2015		F	10,287 D \$ 19.44	104,406	D	
Common Stock	04/16/2015		M	258 A \$ 10.13	104,664	D	
Common Stock ⁽¹⁾	04/16/2015		F	176 D \$ 19.44	104,488	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 Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 10.13	04/16/2015		M	19,742	11/16/2006 ⁽³⁾ 11/16/2010	Common Stock
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 10.13	04/16/2015		M	258	11/16/2006 ⁽³⁾ 11/16/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Cardenas Alberto 800 DOUGLAS RD 12TH FLOOR CORAL GABLES, FL 33134			EVP, General Counsel	

Signatures

Alberto De Cardenas 04/20/2015

**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) These shares represent shares of restricted stock granted under the MasTec, Inc. 2003 Employee Stock Incentive Plan. A pro rata portion of these shares will vest at the end of each fiscal quarter over the next two years beginning on June 30, 2006.

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- (2) Stock Option granted pursuant to the 2003 Employee Incentive Plan for no cash consideration.
- (3) Exempt stock option granted under the MasTec, Inc. 2003 Employee Stock Incentive Plan. Stock options vest 50% on the first and 50% on the second anniversary of the Grant Date (11/16/2005).

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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