

MASTEC INC
Form 4
August 21, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
08/19/2015

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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 2,839,348 | D | |
| Common Stock | 08/19/2015 | | P | 99,862 | A \$ 16.42 (1) | I | Indirect (2) |
| Common Stock | 08/20/2015 | | P | 21,785 | A \$ 16.24 (3) | I | Indirect (2) |
| Common Stock | | | | | 425,000 | I | Indirect (4) |
| | 08/19/2015 | | P | 246,000 | A 246,000 | I | Indirect (6) |

| | | | | | | | | | | |
|--------------|------------|--|---|--------|-------|-----|-------|---------|---|--------------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 16.35 | | | | | |
| | | | | | (5) | | | | | |
| Common Stock | 08/20/2015 | | P | 30,000 | A | \$ | 16.12 | 276,000 | I | Indirect (6) |
| | | | | | | (7) | | | | |

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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAS JOSE RAMON 800 DOUGLAS ROAD 12TH FLOOR CORAL GABLES, FL 33134 | X | | CEO | |

Signatures

By: \s\ Albert de Cardenas For: Jose Mas
Date: 08/21/2015

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.30 to \$16.50, inclusive. The reporting person undertakes to provide to MasTec, Inc., a Florida corporation ("MasTec"), any security holder of MasTec, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1), (3), (5) and (7) 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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.13 to \$16.34, inclusive.

(4) 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.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.19 to \$16.57, inclusive.

(6) Shares owned by Mas Equity Partners III, LLC, a Delaware limited liability company ("MEP III"), in which the reporting person is a member. The reporting person disclaims beneficial ownership of the securities held by MEP III except to the extent of his pecuniary interest therein.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.83 to \$16.37, inclusive.

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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