

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>MAS JOSE RAMON</b><br>_____<br>(Last) (First) (Middle)<br><b>800 DOUGLAS ROAD, 12TH FLOOR</b><br>_____<br>(Street)<br><b>CORAL FL 33134</b><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>MASTEC INC [ MTZ ]</b><br>_____<br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/14/2003</b><br>_____<br>4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Executive Vice President</b> |  |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 11/14/2003                           |  | A                              |   | 401,350   | A          | \$0   | 588,108   | D  |   |
| Common Stock                    | 01/09/2004                           |  | A                              |   | 249,101   | A          | \$0   | 837,209   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 135,500   | I  | Indirect A <sup>(1)</sup>                             |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,114,251   | I  | Indirect B <sup>(2)</sup>                             |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Incentive Stock Option (right to buy)      | \$10.56  |                                      |  |                                |   |  |     | 08/22/2002 <sup>(3)</sup>                                | 08/22/2008      | Common Stock  | 18,939                                     | 0 <sup>(4)</sup>   | D   |  |
| Incentive Stock Option (right to buy)      | \$14.167   |                                      |  |                                |   |  |     | 06/03/1997 <sup>(5)</sup>                                | 06/03/2006      | Common Stock  | 22,500                                     | 0 <sup>(4)</sup>   | D   |  |
| Incentive Stock Option (right to buy)      | \$26.7917  |                                      |  |                                |   |  |     | 12/15/2000 <sup>(5)</sup>                                | 12/15/2006      | Common Stock  | 6,438                                      | 0 <sup>(4)</sup>   | D   |  |
| Incentive Stock Option (right to buy)      | \$7.74   |                                      |  |                                |   |  |     | 08/14/2004 <sup>(6)</sup>                                | 08/14/2013      | Common Stock  | 25,838                                     | 0 <sup>(4)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$10.56  |                                      |  |                                |   |  |     | 08/22/2002 <sup>(3)</sup>                                | 08/22/2008      | Common Stock  | 106,061                                    | 0 <sup>(4)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$14.0625  |                                      |  |                                |   |  |     | 03/17/1998 <sup>(5)</sup>                                | 03/17/2007      | Common Stock  | 22,500                                     | 0 <sup>(4)</sup>   | D   |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$14.0625  |                                      |  |                                |   |  |     | 12/29/1998 <sup>(5)</sup>                                | 12/29/2007      | Common Stock  | 15,000                     |  | 0 <sup>(4)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$25.5833  |                                      |  |                                |   |  |     | 12/10/2000 <sup>(5)</sup>                                | 12/10/2006      | Common Stock  | 21,429                     |  | 0 <sup>(4)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$26.7917  |                                      |  |                                |   |  |     | 12/15/2000 <sup>(5)</sup>                                | 12/15/2006      | Common Stock  | 8,562                      |  | 0 <sup>(4)</sup>   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$7.74   |                                      |  |                                |   |  |     | 08/14/2004 <sup>(6)</sup>                                | 08/14/2013      | Common Stock  | 124,162                    |  | 0 <sup>(4)</sup>   | D   |  |

**Explanation of Responses:**

- Shares owned of record by the Jorge Mas Canosa Freedom Foundation, Inc., a Florida not-for-profit corporation (the "Freedom Foundation") of which Mr. Jose Ramon Mas is the Secretary. Mr. Jose Ramon Mas disclaims beneficial ownership of all shares owned by the Freedom Foundation.
- 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 that is wholly-owned by Mr. Jose Ramon Mas.
- Exempt stock option granted under the MasTec, Inc. 1994 Stock Incentive Plan which vests over three years in equal installments of 33% per year beginning twelve months from the date of grant (08/22/2001).
- As of July 6, 2004 reporting person beneficially owns 371,429 stock options (right to buy).
- Stock Options fully vested and exercisable.
- Exempt stock option grant that vests over three years. First two years vesting is 33%. Third year vesting is 34%. Vesting begins twelve months after date of grant (08/14/2003).

/s/ Jose Ramon Mas

07/06/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**