FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-028
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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)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

37 Estimated average burden 0.5 hours per response:

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person MASTEC INC MTZ Jaumot Frank E Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 02/03/2005 190 SE 19TH AVENUE 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) **POMPANO** X Form filed by One Reporting Person 33060 FL. **BEACH** Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Execution Date, Transaction Securities Form: Direct of Indirect if any (Month/Day/Year) Code (Instr. 8) (Month/Day/Year Beneficially (D) or Indirect Beneficial Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) nsaction(s) Code Amount Price (Instr. 3 and 4) 02/03/2005 Common Stock \$9.12(1) 7,784 D 3,892 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 6. Date Exercisable and 11. Nature 5. Number 7. Title and Amount 8. Price of 9. Number of 10. 3. Transaction Conversion Transaction Expiration Date (Month/Day/Year) Ownership of Indirect Derivative (Month/Day/Year) Derivative Underlying Derivative Security Security or Exercise if anv Code (Instr. Security Securities Form: Beneficial (Instr. 3) Price of Derivative (Month/Dav/Year) 8) Securities (Instr. 5) Beneficially Direct (D) Ownership Acquired (Instr. 3 and 4) or Indirect (Instr. 4) Owned (A) or Disposed Security Following (I) (Instr. 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount

Explanation of Responses:

\$5.19

Non-Qualified Stock

Option

(right to buy)⁽²⁾

- 1. These shares represent shares of restricted stock granted under the MasTec, Inc. 2003 Stock Incentive Plan for Non-Employees. These shares will vest 100% on September 15, 2007.
- 2. Stock options granted pursuant to MasTec, Inc. Amended and Restated 2003 Plan for Non-Employees for no cash consideration.
- 3. Exempt stock option grant that vests over three years beginning twelve months after date of grant (10/01/2004). First year 33% vests. Second year an additional 33% vests. Third year remaining 34% vests.

Date

Exercisable

(3)

(D)

(A)

Expiration

10/01/2014

Title

Common

Stock

Date

By: /s/ Michael Nearing For: Frank Jaumot

Number

Shares

20,000

02/04/2005

20,000

D

** 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).

Code ν

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.