

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * MAS JORGE <hr/> (Last) (First) (Middle) 800 DOUGLAS ROAD 12TH FLOOR <hr/> (Street) CORAL GABLES FL 33134 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MASTEC INC [MTZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	01/09/2004		J ⁽¹⁾		351,798	A	\$0	476,548	D	
Common Stock	01/14/2004		S		2,500 ⁽²⁾	D	\$14.4	474,048	D	
Common Stock	01/15/2004		S		4,000 ⁽²⁾	D	\$14.185	470,048	D	
Common Stock	01/16/2004		S		2,500 ⁽²⁾	D	\$14.606	467,548	D	
Common Stock	01/20/2004		S		2,500 ⁽²⁾	D	\$14.792	465,048	D	
Common Stock	01/21/2004		S		2,500 ⁽²⁾	D	\$15.097	462,548	D	
Common Stock	01/22/2004		S		2,500 ⁽²⁾	D	\$15.091	460,048	D	
Common Stock	01/23/2004		S		2,500 ⁽²⁾	D	\$14.661	457,548	D	
Common Stock	01/26/2004		S		2,500 ⁽²⁾	D	\$14.777	455,048	D	
Common Stock	01/27/2004		S		2,500 ⁽²⁾	D	\$14.49	452,548	D	
Common Stock	01/28/2004		S		2,500 ⁽²⁾	D	\$14.119	450,048	D	
Common Stock	01/29/2004		S		2,500 ⁽²⁾	D	\$12.898	447,548	D	
Common Stock	01/30/2004		S		1,000 ⁽²⁾	D	\$12.609	446,548	D	
Common Stock	02/02/2004		S		1,500 ⁽²⁾	D	\$13.092	445,048	D	
Common Stock	02/03/2004		S		1,500 ⁽²⁾	D	\$12.901	443,548	D	
Common Stock	02/04/2004		S		1,500 ⁽²⁾	D	\$12.571	442,048	D	
Common Stock	02/05/2004		S		500 ⁽²⁾	D	\$12.54	441,548	D	
Common Stock	02/06/2004		S		2,000 ⁽²⁾	D	\$12.525	439,548	D	
Common Stock	02/11/2004		S		5,000 ⁽²⁾	D	\$12.724	434,548	D	
Common Stock	02/12/2004		P		1,200 ⁽²⁾	D	\$13.12	433,348	D	
Common Stock	02/13/2004		S		200 ⁽²⁾	D	\$12.71	433,148	D	
Common Stock	02/17/2004		S		2,600 ⁽²⁾	D	\$12.87	430,548	D	
Common Stock	02/18/2004		S		2,000 ⁽²⁾	D	\$12.57	428,548	D	
Common Stock	03/02/2004		S		500 ⁽²⁾	D	\$12.512	428,048	D	
Common Stock	03/08/2004		S		2,000 ⁽²⁾	D	\$12.546	426,048	D	
Common Stock								8,599,361	I	Indirect ⁽³⁾
Common Stock	11/14/2003		J ⁽⁴⁾		802,700	D	\$0	10,471,016	I	Indirect ⁽⁵⁾
Common Stock	01/09/2004		J ⁽¹⁾		850,000	D	\$0	9,621,016	I	Indirect ⁽⁵⁾
Common Stock								282,670	I	Indirect ⁽⁶⁾

**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)	\$5.9445							(7)	02/03/2005	Common Stock	49,290		49,290	D	
Non-Qualified Stock Option (right to buy)	\$4.7778							(7)	03/26/2006	Common Stock	135,001		184,291	D	
Non-Qualified Stock Option (right to buy)	\$14.0625							(7)	03/17/2007	Common Stock	75,000		259,291	D	
Non-Qualified Stock Option (right to buy)	\$14.0625							(7)	12/29/2007	Common Stock	150,000		409,291	D	
Non-Qualified Stock Option (right to buy)	\$19.7917							(8)	10/04/2009	Common Stock	675,000		1,084,291	D	
Non-Qualified Stock Option (right to buy)	\$7.74							(9)	08/14/2008	Common Stock	250,000		1,334,291	D	

1. Name and Address of Reporting Person*

[MAS JORGE](#)

(Last) (First) (Middle)

800 DOUGLAS ROAD
12TH FLOOR

(Street)

CORAL GABLES FL 33134

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Jorge Mas Holdings I Limited Partnership](#)

(Last) (First) (Middle)

2716 E 5TH STREET

(Street)

AUSTIN TX 78702

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Jorge L. Mas Canosa Holdings I LP](#)

(Last) (First) (Middle)

2716 E 5TH STREET

(Street)

AUSTIN TX 78702

(City)

(State)

(Zip)

Explanation of Responses:

1. On January 9, 2004, the Family Partnership distributed 850,000 shares of Common Stock to certain of its limited partners (351,798 of which were distributed to Mr. Mas).
2. The shares were sold pursuant to a prearranged trading plan in accordance with the guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
3. Shares owned of record by Jorge Mas Holdings I Limited Partnership, a Texas limited partnership ("Jorge Mas Holdings"). The sole general partner of Jorge Mas Holdings is Jorge Mas Holdings Corporation, a Texas corporation that is wholly-owned by Mr. Jorge Mas.
4. On November 14, 2003, the Family Partnership distributed 802,700 shares of Common Stock to certain of its limited partners (none of which were distributed to the Reporting Persons).
5. Shares owned directly by Jorge L. Mas Canosa Holdings I Limited Partnership, a Texas limited partnership, ("the Family Partnership"), and indirectly by Jorge Mas, as the president and sole director of Jorge L. Mas Canosa Holdings Corporation, a Texas corporation, the sole general partner of the Family Partnership. Mr. Jorge Mas disclaims beneficial ownership of the shares held by the Family Partnership except to the extent of his pecuniary interest therein.
6. Shares owned of record by the Mas Family Foundation, Inc., a Florida not-for-profit corporation (the "Family Foundation") of which Mr. Jorge Mas is the president. Mr. Jorge Mas disclaims beneficial ownership of all shares owned by the Family Foundation.
7. Exempt stock option grant that vests over (5) five years in equal installments of 20% per year beginning twelve months after grant.
8. Exempt stock option grant that vests 50% 12 (twelve) months from the date of grant and 50% 24 (twenty four) months from the date of grant.
9. 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/ Jorge Mas- Individual & as
President of Jorge L Mas
Holdings Corp. on behalf of
Jorge L Mas Canosa Holdings I 06/08/2004
LP & as President of Jorge Mas
Holdings Corp on behalf of
Jorge Mas Holdings I LP

** 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.