

**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**

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SORZANO JOSE S			MASTEC INC [ MTZ ]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
5305 LEE HIGHWAY NORTH			12/01/2004			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
ARLINGTON VA 22207					<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**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								2,253	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) <sup>(1)</sup>	\$8.8	12/01/2004		A		20,000		12/01/2005 <sup>(2)</sup>	12/01/2014	Common Stock	20,000	\$0	20,000	D	
Non-Qualified Stock Option (right to buy)	\$4.32							<sup>(3)</sup>	11/12/2006	Common Stock	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$4.86							<sup>(4)</sup>	06/02/2013	Common Stock	7,500		7,500	D	
Non-Qualified Stock Option (right to buy)	\$5.7833							<sup>(5)</sup>	06/28/2005	Common Stock	22,500		22,500	D	
Non-Qualified Stock Option (right to buy)	\$12.695							<sup>(5)</sup>	03/22/2008	Common Stock	20,000		20,000	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)	\$13.655							(5)	06/27/2008	Common Stock	10,000		10,000	D	
Non-Qualified Stock Option (right to buy)	\$13.87							(6)	12/16/2013	Common Stock	50,000		50,000	D	
Non-Qualified Stock Option (right to buy)	\$14.0625							(5)	12/29/2007	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$14.5555							(5)	06/04/2006	Common Stock	24,750		24,750	D	
Non-Qualified Stock Option (right to buy)	\$17.8959							(5)	05/25/2009	Common Stock	15,000		15,000	D	

**Explanation of Responses:**

- Formula stock option grant pursuant to MasTec, Inc. Amended and Restated 2003 Plan for Non-Employees for no cash consideration.
- Exempt stock option grant that vests over three years beginning twelve months after date of grant (12/01/2004). First year 33% vests. Second year an additional 33% vests. Third year remaining 34% vests.
- Exempt stock option granted under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors. 50% will vest May 15, 2002 and remaining 50% will vest May 2003.
- Exempt stock option grant that vests over three years. First two years vest at 33% and third year vests at 34%. Vesting begins twelve months after date of grant (06/02/2003).
- Exempt stock option under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors which vest 1/3 per year beginning twelve months from the date of grant in equal installments.
- Exempt stock option grant that vests over three years. First two years vest at 33% and third year vests at 34%. Vesting begins twelve months after date of grant (12/16/2003).

By: /s/ Jose Llerena For: Jose S Sorzano 12/03/2004

\*\* 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.

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