

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* MAS JORGE			2. Issuer Name and Ticker or Trading Symbol MASTEC INC [MTZ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) 800 S. DOUGLAS ROAD, 12TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 01/10/2023			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) CORAL GABLES FL 33134			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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				

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				
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	01/10/2023		J/K	(1)(2)(3)(4)(5)		2,500,000	(6)	(6)	Common Stock	2,500,000	(1)(2)(3)(4)(5)	0	I	See Footnote ⁽⁷⁾
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	01/10/2023		J/K	(1)(2)(3)(4)(5)	1,250,000		(6)	(6)	Common Stock	1,250,000	(1)(2)(3)(4)(5)	1,250,000	I	See Footnote ⁽⁷⁾

Explanation of Responses:

- As previously reported, on November 19, 2019, Jorge Mas Holdings I, LLC, a Florida limited liability company ("JM Holdings I"), which is controlled by Jorge Mas Holdings, LLC, a Florida limited liability company, of which the reporting person is the sole member, entered into a prepaid variable forward sale contract (the "2019 Forward Sale Contract") with an unaffiliated third party buyer. JM Holdings I pledged an aggregate of 2,500,000 shares (the "Initially Pledged Shares") of MasTec, Inc. common stock to secure its obligations under the contract, and retained ownership and voting rights in the Initially Pledged Shares during the term of the pledge. As more fully described below, the 2019 Forward Sale Contract was amended, reducing JM Holdings I's obligation to deliver shares of MasTec common stock to the amount of the Current Pledged Shares (as defined below).
- On November 28, 2022, JM Holdings I and the buyer entered into an amendment to the 2019 Forward Sale Contract (the "Amended Agreement") to reduce the number of shares covered thereby to 1,250,000 shares (the "Current Pledged Shares") of MasTec, Inc. common stock and to amend the Floor Price (as defined below) and the Cap Price (as defined below), which were determined based on the volume weighted average price of MasTec Inc.'s common stock for a specified period ended on January 10, 2023. The Amended Agreement provides for the settlement of the transaction, at JM Holdings I's option, in cash or shares of MasTec, Inc. common stock.
- (Continued from Footnote 2) Current Pledged Shares are divided into thirty components split into two tranches (each, a "Tranche") of fifteen components each. The number of shares of MasTec, Inc. common stock to be potentially delivered to the buyer on the settlement date of each component in the first ("Tranche 1") or second ("Tranche 2") Tranche, as applicable (or on which to base the amount of cash to be delivered to the buyer on such settlement date), is to be determined as follows: (a) if the volume-weighted average price of MasTec, Inc. common stock on the designated valuation date for the applicable component (each, a "Settlement Price") is less than or equal to \$78.5147 (the "Floor Price"), JM Holdings I will deliver to the buyer all of the Current Pledged Shares for the applicable component;
- (Continued from Footnote 3) (b) if such Settlement Price is greater than the Floor Price but less than or equal to \$124.7512 (the "Tranche 1 Cap Price") in the case of a component in Tranche 1 or \$136.9646 (the "Tranche 2 Cap Price," and each of the Tranche 1 Cap Price and Tranche 2 Cap Price, a "Cap Price") in the case of a component in Tranche 2, JM Holdings I will deliver to the buyer the number of shares equal to one hundred percent (100%) of the Current Pledged Shares for the applicable component multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is such Settlement Price; and
- (Continued from Footnote 4) (c) if such Settlement Price is greater than the Tranche 1 Cap Price in the case of a component in Tranche 1 or greater than the Tranche 2 Cap Price in the case of a component in Tranche 2, JM Holdings I will deliver to the buyer the number of shares equal to one hundred percent (100%) of Current Pledged Shares for the applicable component multiplied by a fraction, the numerator of which is the Floor Price plus the excess of such Settlement Price over the applicable Cap Price, and the denominator of which is such Settlement Price.
- Each component is exercisable on the same date as it expires, which date for each component, occurs between August 19, 2024 to September 8, 2025.
- Shares owned of record by JM Holdings I.

Remarks:

The reporting person currently retains beneficial ownership of all shares of MasTec common stock that are subject to the Amended Agreement and rights related thereto, including all voting rights.

/s/ Albert de Cardenas For: Jorge Mas 01/12/2023

** 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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