

**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
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1. Name and Address of Reporting Person* <u>SHANFELTER AUSTIN J</u>  (Last) (First) (Middle) 800 DOUGLAS ROAD SUITE 800  (Street) CORAL FL 33134 GABLES  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MASTEC INC [ MTZ ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 06/22/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	06/22/2007		S		1,000	D	\$15.03	106,349	D	
Common Stock	06/22/2007		S		1,200	D	\$15.04	105,149	D	
Common Stock	06/22/2007		S		4,500	D	\$15.05	100,649	D	
Common Stock	06/22/2007		S		2,100	D	\$15.06	98,549	D	
Common Stock	06/22/2007		S		700	D	\$15.07	97,849	D	
Common Stock	06/22/2007		S		1,300	D	\$15.08	96,549	D	
Common Stock	06/22/2007		S		400	D	\$15.09	96,149	D	
Common Stock	06/22/2007		S		900	D	\$15.1	95,249	D	
Common Stock	06/22/2007		S		300	D	\$15.13	94,949	D	
Common Stock	06/22/2007		S		1,300	D	\$15.14	93,649	D	
Common Stock	06/22/2007		S		300	D	\$15.15	93,349	D	
Common Stock	06/22/2007		S		100	D	\$15.16	93,249	D	
Common Stock	06/22/2007		S		300	D	\$15.17	92,949	D	
Common Stock	06/22/2007		S		400	D	\$15.18	92,549	D	
Common Stock	06/22/2007		S		300	D	\$15.19	92,249	D	
Common Stock	06/22/2007		S		300	D	\$15.22	91,949	D	
Common Stock	06/22/2007		S		100	D	\$15.23	91,849	D	
Common Stock	06/22/2007		S		400	D	\$15.24	91,449	D	
Common Stock	06/22/2007		S		1,100	D	\$15.25	90,349	D	
Common Stock	06/22/2007		S		1,600	D	\$15.26	88,749	D	
Common Stock	06/22/2007		S		2,800	D	\$15.27	85,949	D	
Common Stock	06/22/2007		S		2,600	D	\$15.28	83,349	D	
Common Stock	06/22/2007		S		2,100	D	\$15.29	81,249	D	
Common Stock	06/22/2007		S		1,900	D	\$15.3	79,349	D	
Common Stock	06/22/2007		S		1,600	D	\$15.31	77,749	D	
Common Stock	06/22/2007		S		200	D	\$15.32	77,549	D	
Common Stock	06/22/2007		S		200	D	\$15.33	77,349	D	
Common Stock	06/26/2007		S		500	D	\$15.28	76,849	D	

**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	06/26/2007		S		1,000		D	\$15.29	75,849	D	
Common Stock	06/26/2007		S		500		D	\$15.3	75,349	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					

Explanation of Responses:

**Remarks:**

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 4, 2007. The trading plan was established to sell up to 120,000 shares and calls for the orderly sale of these shares at three ascending limit price levels, from \$13 to \$17 per share. Following completion of the planned sales, and assuming all of the shares subject to the plan are sold, the Reporting Person will still beneficially own approximately 950,000 shares. The shares will be the first sold by the Reporting Person since his joining the Company other than 50,000 shares he sold in 1998. The plan will terminate on June 30, 2008 unless earlier terminated.

/s/ Alberto de Cardenas,  
Attorney-in-Fact for Austin      06/26/2007  
Shanfelter

\*\* 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.**