

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)	
<u>MAS JOSE RAMON</u>			<u>MASTEC INC [MTZ]</u>		<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
<u>800 S. DOUGLAS ROAD, 12TH FLOOR</u>			<u>04/10/2019</u>			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>CORAL GABLES</u>	<u>FL</u>	<u>33134</u>			<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	04/10/2019		G	V	5,000 ⁽¹⁾	D	\$0.00	1,197,414 ⁽²⁾	I	Indirect
Common Stock								2,993,437	D	
Common Stock								425,000 ⁽³⁾	I	Indirect
Common Stock								276,000 ⁽⁴⁾	I	Indirect

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)	(5)(6)(7)(8)(9)	11/19/2019		J/K ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾		775,000		(10)	(10)	Common Stock	775,000	(5)(6)(7)(8)(9)	775,000	D	
Forward sale contract (potential obligation to sell)	(5)(6)(7)(8)(9)	11/19/2019		J/K ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾		212,500		(10)	(10)	Common Stock	212,500	(5)(6)(7)(8)(9)	212,500	I	See Footnote ⁽¹¹⁾

Explanation of Responses:

- Represents shares donated to a charitable organization.
- Shares owned of record by Jose Ramon Mas Holdings I, LLC, a Florida limited liability company ("Jose Ramon Mas Holdings"). The sole member of Jose Ramon Mas Holdings is Jose Ramon Mas Holdings, LLC, a Florida limited liability company, which is wholly owned by Mr. Jose Ramon Mas.
- Shares held by Jose Ramon Mas Irrevocable Family Trust, of which the reporting person's spouse is one of the trustees. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.
- Shares owned by Mas Equity Partners III, LLC, a Delaware limited liability company ("MEP III"), in which the reporting person is a member. The reporting person disclaims beneficial ownership of the securities held by MEP III except to the extent of his pecuniary interest therein.
- On November 19, 2019, the reporting person and the Jose Ramon Mas Irrevocable Family Trust, one of the trustees of which is the reporting person's spouse (the "JR Trust"), entered into prepaid variable forward sale contracts with an unaffiliated third party buyer. The reporting person pledged an aggregate of 775,000 shares and the JR Trust pledged an aggregate of 212,500 shares (the "Pledged Shares") of MasTec, Inc. common stock to secure their obligations under the contracts, and retained ownership and voting rights in their respective portions of the Pledged Shares during the term of the pledge.

6. (Continued from Footnote 5) The contracts obligate the reporting person and the JR Trust to deliver to the buyer, on the applicable settlement date for the applicable component (of ten components for each contract), at Jose Mas's or the JR Trust's option, as applicable, up to one hundred percent (100%) of the number of Pledged Shares for such component or an equivalent amount of cash. The number of shares of MasTec, Inc. common stock to be delivered to the buyer on the settlement date (or on which to base the amount of cash to be delivered to the buyer on the 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 \$61.794 (the "Floor Price"), the reporting person or the JR Trust, as applicable, will deliver to the buyer all of the Pledged Shares for the applicable component;

7. (Continued from Footnote 6) (b) if such Settlement Price is greater than the Floor Price but less than or equal to \$82.804 (the "Cap Price"), the reporting person or the JR Trust, as applicable, will deliver to the buyer the number of shares equal to one hundred percent (100%) of the 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

8. (Continued from Footnote 7) (c) if such Settlement Price is greater than the Cap Price, the reporting person or the JR Trust, as applicable, will deliver to the buyer the number of shares equal to one hundred percent (100%) of 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 Cap Price, and the denominator of which is such Settlement Price.

9. In connection with the reporting person's and the JR Trust's entry into the forward contracts described in Footnote (5), Jose Mas was entitled to receive aggregate net cash payments (amounts receivable by him upon entry into the forward contract) of \$45,226,715.94 and the JR Trust was entitled to receive aggregate net cash payments (amounts receivable by it upon entry into the forward contract) of \$12,400,873.73. Such amounts were determined based on the market value of MasTec, Inc. common stock on November 19, 2019.

10. Each component is exercisable on the same date as it expires, which date for each component, occurs between December 5, 2022 and December 16, 2022.

11. Shares held by the JR Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

Remarks:

\s\ Albert de Cardenas For:
Jose Mas

11/19/2019

** 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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