

**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>MAS JORGE</u>  (Last) (First) (Middle) 800 DOUGLAS ROAD 12TH FLOOR  (Street) CORAL GABLES FL 33134  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2003	
		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	03/17/2003		P		84,750	A	\$1.4	84,750	D	
Common Stock	03/18/2003		P		40,000	A	\$1.5	124,750	D	
Common Stock								282,670	I	Indirect <sup>(1)</sup>
Common Stock								8,599,361	I	Indirect <sup>(2)</sup>
Common Stock								11,273,716	I	Indirect <sup>(3)</sup>

**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					
Non-Qualified Stock Option (right to buy)	\$5.9445							(4)	02/03/2005	Common Stock	49,290	49,290	D	
Non-Qualified Stock Option (right to buy)	\$4.7778							(4)	03/26/2006	Common Stock	135,001	184,291	D	
Non-Qualified Stock Option (right to buy)	\$14.0625							(4)	12/29/2007	Common Stock	150,000	334,291	D	
Non-Qualified Stock Option (right to buy)	\$14.0625							(4)	03/17/2007	Common Stock	75,000	409,291	D	
Non-Qualified Stock Option (right to buy)	\$19.7917							(5)	10/04/2009	Common Stock	675,000	1,084,291	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 L. Mas Canosa Holdings I LP

(Last) (First) (Middle)

2716 E 5TH STREET

(Street)  
AUSTIN TX 78702

(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)

**Explanation of Responses:**

1. 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.
2. 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.
3. 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.
4. Exempt stock option grant that vests over (5) five years in equal installments of 20% per year beginning twelve months after grant.
5. 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.

**Remarks:**

On March 19, 2003 the reporting person mistakenly filed a Form 4 reporting ownership of 85,710 derivative securities that were already disposed and which disposition had already previously been reported on a Form 4 and filed with the SEC in February 2000. As of March 19, 2003 the total derivative securities ownership was 1,084,291.

/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.