

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* SORZANO JOSE S _____ (Last) (First) (Middle) 5305 LEE HIGHWAY NORTH _____ (Street) ARLINGTON VA 22207 _____ (City) (State) (Zip) | 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) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2005 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 05/27/2005 | | M | | 22,500 | A | \$5.7833 | 34,694 | D | |
| Common Stock | 05/27/2005 | | S | | 22,500 | D | \$8.25 | 12,194 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Qualified Stock Option (right to buy) | \$5.7833 | 05/27/2005 | | M ⁽¹⁾ | | 22,500 | 05/27/2005 ⁽²⁾ | 06/28/2005 | Common Stock | 22,500 | \$8.25 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$4.32 | | | | | | (3) | 11/12/2006 | Common Stock | 20,000 | | 20,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$4.86 | | | | | | (4) | 06/02/2013 | Common Stock | 7,500 | | 7,500 | D | |
| Non-Qualified Stock Option (right to buy) ⁽⁵⁾ | \$8.8 | | | | | | 12/01/2005 ⁽⁶⁾ | 12/01/2014 | Common Stock | 20,000 | | 20,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$12.695 | | | | | | (2) | 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 | | | | | | | (2) | 06/27/2008 | Common Stock | 10,000 | | 10,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$13.87 | | | | | | | (7) | 12/16/2013 | Common Stock | 50,000 | | 50,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$14.0625 | | | | | | | (2) | 12/29/2007 | Common Stock | 15,000 | | 15,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$14.5555 | | | | | | | (2) | 06/04/2006 | Common Stock | 24,750 | | 24,750 | D | |
| Non-Qualified Stock Option (right to buy) | \$17.8959 | | | | | | | (2) | 05/25/2009 | Common Stock | 15,000 | | 15,000 | D | |

Explanation of Responses:

- Exercise of exempt Rule 16b-3 option.
- 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 granted under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors. 50% vested May 15, 2002 and remaining 50% vested 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).
- 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 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/ Michael G. Nearing 05/31/2005
For: Jose S. Sorzano

** 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.