

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

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|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * MAS JORGE (Last) (First) (Middle) 800 S. DOUGLAS ROAD, 12TH FLOOR (Street) CORAL FL 33134 (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) 11/19/2019 | | | 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 | | |

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) | 11/19/2019 | | J/K (1)(2)(3)(4) | 2,500,000 | (5) (5) | Common Stock 2,500,000 | (1)(2)(3)(4) | 2,500,000 | I | See Footnote ⁽⁶⁾ |

Explanation of Responses:

1. 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 with an unaffiliated third party buyer. JM Holdings I pledged an aggregate of 2,500,000 shares (the "Pledged Shares") of MasTec, Inc. common stock to secure its obligations under the contract, and retained ownership and voting rights in the Pledged Shares during the term of the pledge. The contract obligates JM Holdings I to deliver to the buyer, on the applicable settlement date for the applicable component (of ten components), at JM Holdings I's option, up to one hundred percent (100%) of the number of Pledged Shares for such component or an equivalent amount of cash.

2. (Continued from Footnote 1) 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"), JM Holdings I will deliver to the buyer all of the Pledged Shares for the applicable component; (b) if such Settlement Price is greater than the Floor Price but less than or equal to \$82.804 (the "Cap Price"), JM Holdings I 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

3. (Continued from Footnote 2) (c) if such Settlement Price is greater than the Cap Price, JM Holdings I 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.

4. In connection with JM Holdings I's entry into the forward contract described in Footnote (1), JM Holdings I was entitled to receive aggregate net cash payments (amounts receivable by it upon entry into the forward contract) of \$145,892,632.06. Such amount was determined based on the market value of MasTec, Inc. common stock on November 19, 2019.

5. 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.

6. Shares owned of record by JM Holdings I.

Remarks:

/s/ Albert de Cardenas For:
Jorge 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.

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.