

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) September 8, 2004

MASTEC, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

0-08106

(Commission File Number)

65-0829355

(IRS Employer Identification No.)

800 S. Douglas Road, 12<sup>th</sup> Floor, Coral Gables, Florida 33134

(Address of Principal Executive Offices) (Zip Code)

(305) 599-1800

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 Departures of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On September 8, 2004 the Board of Directors of MasTec, Inc (the "Company") elected Carlos M. de Cespedes, Chairman and CEO of Pharmed Group Holdings of Miami, to fill a current vacancy on the Company's Board for the term ending on the date of the Company's Annual Meeting of Shareholders in 2004. A copy of the Company's press release announcing Mr. de Cespedes appointment is attached hereto as Exhibit 99.1.

On September 15, 2004 the Board of Directors of the Company elected Frank E. Jaumot, shareholder and Director of Accounting and Auditing for the certified public accounting firm of Ahearn, Jasco and Company, PA ("AJC"), to fill another vacancy on the Company's Board for the term ending on the date of the Company's Annual Meeting of Shareholders in 2004. A copy of the Company's press release announcing Mr. Jaumot's appointment is attached hereto as Exhibit 99.2.

There are no arrangements or understandings between Mr. de Cespedes or Mr. Jaumot and any other person pursuant to which Mr. de Cespedes and Mr. Jaumot were elected as Directors, other than the Company's compensation arrangements and plans for non-employee Directors and the Company's other policies and procedures which are generally applicable to Directors.

At the time of his election, Mr. de Cespedes was not appointed to any committee of the Board of Directors, and there is no current expectation as to which committee(s) Mr. de Cespedes might ultimately be appointed by the Board. Mr. Jaumot was appointed to the Audit Committee of the Board of Directors, at the time of his election.

Since the beginning of the Company's last fiscal year, the Company and its subsidiaries have not engaged in any transactions, and there are no proposed transactions, or series of similar transactions, in which Mr. de Cespedes or Mr. Jaumot had a direct or indirect material interest.

**ITEM 9.01 Financial Statements and Exhibits.**

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|---|--|
| (a) Financial Statements of Businesses Acquired | Not applicable.                                    |
| (b) Pro Forma Financial Information             | Not applicable.                                    |
| (c) Exhibits                                    | The following exhibits are filed with this report: |

**Exhibit Number Description**

99.1 Press Release announcing Carlos M. de Cespedes dated September 8, 2004

99.2 Press Release announcing Frank E. Jaumot dated September 15, 2004

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, MasTec Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 19, 2004

**MASTEC, INC.**

BY: /S/ Austin Shanfelter

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Austin Shanfelter  
Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit Number Description**

99.1 Press Release announcing Carlos M. de Cespedes dated September 8, 2004

99.2 Press Release announcing Frank E. Jaumot dated September 15, 2004

Investor Relations (305) 406-1815  
marc.lewis@mastec.com  
J. Marc Lewis  
Vice President - Investor Relations

**Pharmed Chairman and CEO Joins MasTec Board**

CORAL GABLES, Fla., Sept. 8 /PRNewswire-FirstCall/ — MasTec, Inc. (NYSE: MTZ) today announced that Mr. Carlos M. de Cespedes has joined MasTec's Board of Directors.

Mr. de Cespedes is Chairman and CEO of Pharmed Group Holdings of Miami. In 1980, Mr. de Cespedes co-founded Pharmed with his brother, Jorge, and it has grown under their leadership to almost \$600 million in revenues for 2003. Pharmed is the largest minority-owned distributor of medical, surgical and rehabilitative supplies in the United States.

Pharmed has been the recipient of several prestigious awards. Hispanic Business Magazine recognized Pharmed as one of the "fastest growing Hispanic companies in the United States." Exemplifying the finest innovative business techniques, marketing and sales strategies, as well as management strength and entrepreneurship, Pharmed was awarded the prestigious Cutting Edge Award in 2001 for the state of Florida. In 2003, Pharmed received the Ernst & Young National Entrepreneur of the Year — Life Sciences Category Award and Hispanic Business Magazine's Trade Industry Entrepreneur Award.

Additionally, in conjunction with Robert L. Johnson, Founder and CEO of BET Network, the de Cespedes interests include minority ownership in Bobcats Basketball Holdings, LLC, which owns and operates the National Basketball Association's Charlotte Bobcats.

In addition to his professional interests, Mr. de Cespedes has been actively involved in numerous charitable and community organizations, including the Board of Directors for Florida International University. Additionally, he has served on boards for the University of Miami's ALS Foundation, Mesa Redonda and Alliance for Ethical Government. Support for other community organizations includes the American Red Cross, American Diabetes Association and American Heart Association.

"We are pleased to have an entrepreneur of Mr. de Cespedes's stature and business talents join us on MasTec's Board of Directors," commented Jorge Mas, Chairman of the Board of MasTec. "His experience in a high-growth, highly competitive environment will be a valuable resource for our management team."

MasTec (<http://www.mastec.com>) is a leading communications, broadband, intelligent traffic and energy infrastructure service provider. The Company designs, builds, installs, maintains, upgrades and monitors internal and external networks for leading companies and government entities.

This press release and any accompanying documents contain forward-looking statements, such as statements regarding MasTec's future growth and profitability, growth strategy and anticipated trends in the industries and economies in which MasTec operates. The words "anticipate," "estimate," "should," "expect," "believe," "intend," "target," "project" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on MasTec's current expectations and are subject to a number of risks, uncertainties and assumptions, including that our revenue and profits may differ from that projected, that we may be further impacted by slowdowns in our clients' businesses or in the economy in general, that our reserves for receivables may be inadequate and that we may experience increased costs associated with realigning our business or may be unsuccessful in those efforts. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from results expressed or implied in any forward-looking statements made by MasTec in this press release. These and other risks are detailed in this press release and/or documents filed by MasTec with the Securities and Exchange Commission. MasTec does not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances.

**Frank E. Jaumot Joins MasTec Board**

CORAL GABLES, Fla., Sept. 15 /PRNewswire-FirstCall/ -- MasTec, Inc. (NYSE:MTZ) today announced that Mr. Frank E. Jaumot has joined MasTec's Board of Directors.

Mr. Jaumot is a shareholder and Director of Accounting and Auditing for the certified public accounting firm of Ahearn, Jasco and Company, PA ("AJC"). Prior to joining AJC, Mr. Jaumot was associated with Deloitte & Touche. Mr. Jaumot is a Certified Public Accountant in Florida and Ohio, and graduated cum laude with a Bachelor of Science degree in accounting from Marquette University.

As Director of Accounting and Auditing for AJC, he is the Firm's principal technical expert on accounting and auditing matters. He has extensive knowledge in SEC compliance issues, current accounting matters and auditing and he directs the Firm's in-house continuing education programs on these topics. His practice focuses on public companies, and smaller companies seeking public or private capital.

Mr. Jaumot is a member of the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants. In addition to his professional affiliations, Mr. Jaumot has served on the Board of Directors and Treasurer for Junior Achievement of South Florida, as District Chairman and District Finance Chairman for the Boy Scouts of America, Central Florida Council, and on the Board of Directors for Family Service Agency of Broward County.

"We are very pleased to have an experienced accounting professional join us on MasTec's Board of Directors," stated Jorge Mas, Chairman of the Board of MasTec. "His input to MasTec's Board and management team will be invaluable." MasTec ([www.mastec.com](http://www.mastec.com)) is a leading communications, broadband, intelligent traffic and energy infrastructure service provider. The Company designs, builds, installs, maintains, upgrades and monitors internal and external networks for leading companies and government entities.

This press release and any accompanying documents contain forward-looking statements, such as statements regarding MasTec's future growth and profitability, growth strategy, and anticipated trends in the industries and economies in which MasTec operates. The words "anticipate," "estimate," "should," "expect," "believe," "intend," "target," "project" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on MasTec's current expectations and are subject to a number of risks, uncertainties, and assumptions, including that our revenue and profits may differ from that projected, that we may be further impacted by slowdowns in our clients' businesses or in the economy in general, that our reserves for receivables may be inadequate and that we may experience increased costs associated with realigning our business or may be unsuccessful in those efforts. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from results expressed or implied in any forward-looking statements made by MasTec in this press release. These and other risks are detailed in this press release and/or documents filed by MasTec with the Securities and Exchange Commission. MasTec does not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances.