SEC Form 3

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			2. Date of Even Requiring State (Month/Day/Yea	ment	3. Issuer Name and Ticker or Trading Symbol <u>MASTEC INC</u> [MTZ]					
(Last)	(First)		01/03/2005		4. Relationship of Reporting Per (Check all applicable)	rson(s) to Issu		5. If Amendment, Date of Original Filed (Month/Day/Year)		
800 S DOUGLAS ROAD 12TH FLOOR					Director X Officer (give title below)	10% Own Other (spe below)	ecify App	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting		
(Street) CORAL GABLES	FL	33134			Chief Operations	Solucer		Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
			Table I - No	n-Derivat	ive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownersh Form: Direc or Indirect (Instr. 5)	ct (D) (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
		(e.			e Securities Beneficially Ints, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		-		4. Conversion or	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Incentive Stock Option (right to buy) ⁽¹⁾			(2)	01/03/2015	Common Stock	10,277	9.73	D		
Incentive Stock Option (right to buy) ⁽¹⁾			(3)	01/22/2014	Common Stock	20,040	14.97	D		
	Non-Qualified Stock Option (right to buy) ⁽¹⁾									
	ied Stock Option	n (right to buy) ⁽¹⁾	(4)	09/16/2014	Common Stock	40,000	5.15	D		
Non-Qualif	1	n (right to buy) ⁽¹⁾	(4) (2)	09/16/2014 01/03/2015	Common Stock	40,000 29,723	5.15 9.73	D D		

Explanation of Responses:

1. Stock Option granted pursuant to the 2003 Employee Incentive Plan for no cash consideration.

2. Exempt stock option grant that vests over three years. First two years vesting is 33%. Third year vesting is 34%. Vesting begins twelve months after date of grant (01/03/2005).

3. Exempt stock option grant that vests over three years. First two years vesting is 33%. Third year vesting is 34%. Vesting begins twelve months after date of grant (01-22-03).

4. Exempt stock option grant that vests over three years. First two years vesting is 33%. Third year vesting is 34%. Vesting begins twelve months after date of grant (09/16/2004).

By: /s/ Michael G Nearing	01/11/2005		
For: Gregory S Floerke	01/11/2005		
** 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 5 (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.

POWER OF ATTORNEY KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Michael G. Nearing and Jose A. Llerena, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of MasTec Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; 1. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and 2. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-infact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of January, 2004. /s/ Gregory S. Floerke

Signature

Gregory S Floerke