

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 | |
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|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* SORZANO JOSE S | | | 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) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2005 | | | 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 | | |
| 5305 LEE HIGHWAY NORTH | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) ARLINGTON VA 22207 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|---------------------------|---|--|--|---|--|-------|
| | | | | Code | V | (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 | |
| 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 | |

**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) | \$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 For: 05/31/2005
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.