

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MAS JOSE RAMON</u> (Last) (First) (Middle) 800 S. DOUGLAS ROAD, 12TH FLOOR (Street) CORAL GABLES FL 33134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MASTEC INC [MTZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2023	
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)			

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					
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	01/10/2023		J/K	(1)(2)(3)(4)(5)		775,000	(6)	(6)	Common Stock 775,000	(1)(2)(3)(4)(5)	775,000	D	
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	01/10/2023		J/K	(1)(2)(3)(4)(5)	387,500		(6)	(6)	Common Stock 387,500	(1)(2)(3)(4)(5)	387,500	D	
Forward sale contract (potential obligation to sell)	(1)	01/10/2023		J/K	(1)	212,500		(6)	(6)	Common Stock 212,500	(1)	0	I	See Footnote(7)

Explanation of Responses:

- As previously reported, on November 19, 2019, the reporting person and the Jose Ramon Mas Irrevocable Family Trust, one of the trustees of which is the reporting person's spouse (the "JR Trust"), entered into prepaid variable forward sale contracts (the "2019 Forward Sale Contracts") with an unaffiliated third party buyer. The reporting person pledged an aggregate of 775,000 shares and the JR Trust pledged an aggregate of 212,500 shares (the "Initially Pledged Shares") of MasTec, Inc. common stock to secure their obligations under the contracts, and retained ownership and voting rights in their respective portions of the Initially Pledged Shares during the term of the pledge. As more fully described below, the 2019 Forward Sale Contracts were amended, effectively eliminating any obligation of the JR Trust to deliver Initial Pledged Shares and reducing the reporting person's obligation to deliver shares of MasTec common stock to the amount of the Current Pledged Shares (defined below)
- On November 28, 2022, (i) the JR Trust and the buyer entered into an agreement to terminate the 2019 Forward Sale Contract to which it was a party with respect to all 212,500 shares covered thereby, with the JR Trust retaining ownership of all such shares, and (ii) the reporting person and the buyer entered into an amendment to the 2019 Forward Sale Contract (the "Amended Agreement") to which the reporting person is a party to reduce the number of shares covered thereby to 387,500 shares (the "Current Pledged Shares") of MasTec, Inc. common stock and to amend the Floor Price (as defined below) and the Cap Price (as defined below), which were determined based on the volume weighted average price of MasTec Inc.'s common stock for a specified period ended on January 10, 2023. The Amended Agreement provides for the settlement of the transaction, at the reporting person's option, in cash or shares of MasTec, Inc. common stock.
- (Continued from Footnote 2) Current Pledged Shares are divided into thirty components split into two tranches (each, a "Tranche") of fifteen components each. The number of shares of MasTec, Inc. common stock to be potentially delivered to the buyer on the settlement date of each component in the first ("Tranche 1") or second ("Tranche 2") Tranche, as applicable (or on which to base the amount of cash to be delivered to the buyer on such 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 \$78.5147 (the "Floor Price"), the reporting person will deliver to the buyer all of the Current Pledged Shares for the applicable component;
- (Continued from Footnote 3) (b) if such Settlement Price is greater than the Floor Price but less than or equal to \$124.7512 (the "Tranche 1 Cap Price") in the case of a component in Tranche 1, or \$136.9646 (the "Tranche 2 Cap Price," and each of the Tranche 1 Cap Price and Tranche 2 Cap Price, a "Cap Price") in the case of a component in Tranche 2, the reporting person will deliver to the buyer the number of shares equal to one hundred percent (100%) of the Current 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
- (Continued from Footnote 4) (c) if such Settlement Price is greater than the Tranche 1 Cap Price in the case of a component in Tranche 1 or greater than the Tranche 2 Cap Price in the case of a component in Tranche 2, the reporting person will deliver to the buyer the number of shares equal to one hundred percent (100%) of Current 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 applicable Cap Price, and the denominator of which is such Settlement Price.
- Each component is exercisable on the same date as it expires, which date for each component, occurs between August 19, 2024 and September 8, 2025.
- Shares held by the JR Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

Remarks:

The reporting person currently retains ownership of all shares of MasTec common stock that are subject to the Amended Agreement and rights related thereto, including all voting rights.

/s/ Albert de Cardenas For: Jose Mas 01/12/2023

** 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.