SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **HEUVELEN JOHN VAN**	2. Issuer Name **and** Ticker or Trading Symbol **MASTEC INC** [MTZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
363 HIGH STREET		

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2011

(Street)			
DENVER	**CO**	**80218**	
(City)	(State)	(Zip)	

4. If Amendment, Date of Original Filed (Month/Day/Year)

X	Director	10% Owner
	Officer (give title below)	Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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			
Common Stock	03/28/2011		M		45,000	A	$7.375	67,603	D	
Common Stock	03/28/2011		M		20,000	A	$4.86	87,603	D	
Common Stock[(1)]	03/28/2011		S		40,500	D	$20.1417[(2)]	47,103	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)	$4.86	03/28/2011		M			20,000	[(3)]	06/02/2013	Common Stock	20,000	$0	0	D	
Non-Qualified Stock Option (right to buy)	$7.375	03/28/2011		M			45,000	[(4)]	06/14/2012	Common Stock	45,000	$0	0	D	

Explanation of Responses:

1. Pursuant to a 10b5-1 Plan.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $19.85 to $20.67, inclusive. The reporting person undertakes to provide to MasTec, Inc. ("MasTec"), any security holder of MasTec or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

3. The options vested in substantially equal installments on June 2nd of 2004, 2005, and 2006.

4. The options vested in equal installments on June 14th of 2003, 2004, and 2005.

By: s/ Alberto de Cardenas For: John Van Heuvelen   03/30/2011

** 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.