

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JOHNSON JULIA L</u> (Last) (First) (Middle) <u>614 GRAND HIGHWAY</u> <u>PO BOX 120697</u> (Street) <u>CLERMONT FL 34711</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2005</u>	
	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)	Price			
Common Stock	02/03/2005		A		9,941	A	\$9.12 ⁽¹⁾	9,941	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					
Non-Qualified Stock Option (right to buy)	\$4.86							06/02/2004 ⁽²⁾	06/02/2013	Common Stock	7,500	7,500	D	
Non-Qualified Stock Option (right to buy)	\$5.775							02/06/2003 ⁽³⁾	02/06/2012	Common Stock	45,000	45,000	D	
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$8.8							12/01/2005 ⁽⁵⁾	12/01/2014	Common Stock	7,500	7,500	D	
Non-Qualified Stock Option (right to buy)	\$13.87							12/16/2004 ⁽⁶⁾	12/16/2013	Common Stock	30,000	30,000	D	

Explanation of Responses:

- These shares represent shares of restricted stock granted under the MasTec, Inc. 2003 Stock Incentive Plan for Non-Employees. These shares will vest 100% on July 1, 2007.
- 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).
- Exempt stock option granted under the MasTec, Inc. 1994 Stock Incentive Plan which vests over three years in equal installments beginning 12 months from the date of grant (02-06-02).
- 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 Nearing For: Julia Johnson 02/04/2005

** 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 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.

