

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* SHANFELTER AUSTIN J (Last) (First) (Middle) 3155 NW 77TH AVE (Street) MIAMI FL 33122 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

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				
Stock Options (right to buy)	\$14.0625	12/29/1997		A		14,250		(1)	12/29/2007	Common Stock	14,250	\$0	14,250	D	
Stock Options (right to buy)	\$14.9792	01/08/1999		A		12,750		(2)	01/08/2009	Common Stock	12,750	\$0	27,000	D	
Stock Options (right to buy)	\$25.5833	12/10/1999		A		21,429		(1)	12/10/2006	Common Stock	21,429	\$0	48,429	D	
Stock Options (right to buy)	\$26.7917	12/15/1999		A		7,500		(1)	12/15/2006	Common Stock	7,500	\$0	55,929	D	
Stock Options (right to buy)	\$33.7917	02/07/2000		A		150,000		(1)	02/07/2007	Common Stock	150,000	\$0	205,929	D	
Stock Options (right to buy)	\$12.695	03/22/2001		A		150,000		(3)	03/22/2008	Common Stock	150,000	\$0	355,929	D	
Stock Options (right to buy)	\$10.56	08/22/2001		A		300,000		(4)	08/22/2008	Common Stock	300,000	\$0	655,929	D	
Stock Options (right to buy)	\$3.34	08/15/2002		A		150,000		(5)	08/15/2009	Common Stock	150,000	\$0	805,929	D	
Stock Options (right to buy)	\$7.74	08/14/2003		A		150,000		(6)	08/14/2013	Common Stock	150,000	(7)	955,929	D	

Explanation of Responses:

1. Stock options are fully vested and exercisable.
2. Exempt stock option grant that vests over five years in equal installments beginning twelve months after date of grant (01/08/1999).
3. Exempt stock option grant that vests over three years in equal installments per year beginning twelve months after date of grant (03/22/2001).
4. Exempt stock option grant that vests over three years in equal installments per year beginning twelve months after date of grant (08/22/2001).
5. Exempt stock option grant that vests over three years in equal installments per year beginning twelve months after date of grant (08/15/2002).
6. 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 (08/14/2003).
7. N/A

/s/ Eliot Abbott

08/18/2003

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.

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