

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>MAS JORGE</u>			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)		
(Last) (First) (Middle) <u>800 S. DOUGLAS ROAD, 12TH FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2024</u>			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		
(Street) <u>CORAL GABLES FL 33134</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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			

**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				
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	09/09/2024		J/K	(1)(2)(3)(4)(5)		1,250,000	(6)	(6)	Common Stock	1,250,000	(1)(2)(3)(4)(5)	0	I	See Footnote <sup>(7)</sup>
Forward sale contract (potential obligation to sell)	(1)(2)(3)(4)(5)	09/09/2024		J/K	(1)(2)(3)(4)(5)	1,176,933		(6)	(6)	Common Stock	1,176,933	(1)(2)(3)(4)(5)	1,176,933	I	See Footnote <sup>(7)</sup>

**Explanation of Responses:**

- As previously reported, Jorge Mas Holdings I, LLC, a Florida limited liability company ("JM Holdings I"), which is controlled by Jorge Mas Holdings, LLC, a Florida limited liability company, of which the reporting person is the sole member, is party to a prepaid variable forward sale contract (as amended to date, the "Forward Sale Contract") with an unaffiliated third party buyer. JM Holdings I pledged an aggregate of 1,250,000 shares (the "2022 Pledged Shares") of MasTec, Inc. common stock to secure its obligations under the Forward Sale Contract, and retained ownership and voting rights in the 2022 Pledged Shares during the term of the pledge.
- On August 16, 2024, JM Holdings I and the buyer entered into a second amendment to the Forward Sale Contract (as so further amended, the "Amended Agreement") to amend the Floor Price (as defined below) and the Cap Price (as defined below) for each Tranche 1 Component (as defined below), which were determined based on the volume weighted average price (the "VWAP") of MasTec, Inc.'s common stock for a specified period ended on September 9, 2024, and to appropriately adjust the number of shares to be delivered on the respective valuation date for each Tranche 1 Component, with such adjustment resulting in a reduction in the number of 2022 Pledged Shares to 1,176,933 shares (the "Pledged Shares"). The Amended Agreement provides for the settlement of the transaction, at JM Holdings I's option, in cash or shares of MasTec, Inc. common stock.
- (Continued from Footnote 2) The Pledged Shares are divided into two tranches (each, a "Tranche") of 15 components each ("Tranche 1 Components" or "Tranche 2 Components"). The number of shares of MasTec, Inc. common stock to be potentially delivered to the buyer on the valuation date of each Tranche 1 Component or Tranche 2 Component (or on which to base the amount of cash to be delivered to the buyer on such valuation date), is to be determined as follows: (a) if the VWAP of MasTec, Inc. common stock on the valuation date for the applicable Tranche 1 Component or Tranche 2 Component (each, a "Valuation Price") is less than or equal to \$97.3535 (the "Tranche 1 Floor Price") or \$78.5147 (the "Tranche 2 Floor Price," and each of the Tranche 1 Floor Price and Tranche 2 Floor Price, a "Floor Price"), respectively, then JM Holdings I will deliver to the buyer all of the Pledged Shares for the applicable Tranche 1 Component or Tranche 2 Component;
- (Continued from Footnote 3) (b) if such Valuation Price for the Tranche 1 Component or Tranche 2 Component is greater than the Tranche 1 Floor Price or Tranche 2 Floor Price, respectively, but less than or equal to \$127.6413 (the "Tranche 1 Cap Price") or \$136.9646 (the "Tranche 2 Cap Price," and each of the Tranche 1 Cap Price and Tranche 2 Cap Price, a "Cap Price"), respectively, then JM Holdings I will deliver to the buyer the number of shares equal to 100% of the Pledged Shares for the applicable Tranche 1 Component or Tranche 2 Component multiplied by the quotient of the applicable Floor Price divided by such Valuation Price; and
- (Continued from Footnote 4) (c) if such Valuation Price for the Tranche 1 Component or Tranche 2 Component exceeds the Tranche 1 Cap Price or Tranche 2 Cap Price, respectively, then JM Holdings I will deliver to the buyer the number of shares equal to 100% of the Pledged Shares for the applicable component multiplied by the quotient of (x) the applicable Floor Price plus such excess divided by (y) such Valuation Price.
- Each component is exercisable on the same date as it expires, which date for each component, is between August 17, 2026 and September 4, 2026.
- Shares owned of record by JM Holdings I.

**Remarks:**

The reporting person currently retains beneficial 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: Jorge Mas 09/10/2024

\*\* 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.

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