

MASTEC INC
Form 4
March 06, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dwyer Robert J

(Last) (First) (Middle)

880 SOUTH OCEAN
BOULEVARD

(Street)

PALM BEACH, FL 33480

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MASTEC INC [MTZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/04/2014		M		5,000 A \$ 7.09	19,243	D
Common Stock ⁽¹⁾	03/04/2014		S		5,000 D \$ 41.56	14,243	D
Common Stock	03/04/2014		M		2,500 A \$ 8.46	16,743	D
Common Stock ⁽¹⁾	03/04/2014		S		2,500 D \$ 41.56	14,243	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 7.09	03/04/2014		M	5,000	11/01/2005 ⁽²⁾ 11/01/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.46	03/04/2014		M	2,500	06/01/2006 ⁽³⁾ 06/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dwyer Robert J 880 SOUTH OCEAN BOULEVARD PALM BEACH, FL 33480	X			

Signatures

/s/ Alberto de Cardenas for R
Dwyer
03/06/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Pursuant to a 10b5-1 Plan.
- (2) The options vested in substantially equal installments on June 1st of 2007, 2008, and 2009.
- (3) The options vested in substantially equal installments on June 1st of 2006, 2007, and 2008.

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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