MASTEC INC Form 4 April 06, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Ad JOHNSON J	•	rting Person *	2. Issuer Name and Ticker or Tradii Symbol MASTEC INC [MTZ]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)				

(Zip)

(Check all applicable) _X__ Director 10% Owner Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

1650 SUMMIT LAKE DRIVE, SUITE 101-A

(City)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

03/16/2006

Form filed by More than One Reporting

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TALLAHASSEE, FL 32317

(Street)

(State)

	Tube 1 1101 2011 and 6 Social Step 1104 and 0.1, 0.1 Deficiently 6 11 1101								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(· · · · · · · · · · · · · · · · · · ·	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	03/16/2006		A	678	A	\$ 13.26	10,619	D	
Common Stock (2)	04/04/2006		A	6,151	A	\$ 0	16,770	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address 10% Officer Director Other Owner

JOHNSON JULIA L 1650 SUMMIT LAKE DRIVE SUITE 101-A TALLAHASSEE, FL 32317

X

Signatures

By: /s/ Jose Llerena For: Julia L. Johnson

04/06/2006

**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).
- Represents an election to defer cash director's fees in the amount of \$9,000 to a sock account pursuant to the MasTec, Inc. Deferred Fee **(1)** Plan for Directors.
 - Represents \$50,000 worth of restricted stock based on the closing market price of MasTec's common stock on the New York Stock
- (2) Exchange on the annual meeting date for the 2005 meeting. The Restricted Stock will vest 33% immediately, 33% on the first anniversary of the 2005 Annual Meeting and 34% on the second anniversary of the 2005 Annual Meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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