

HEUVELEN JOHN VAN
Form 4
April 04, 2011

FORM 4

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

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).

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 *
HEUVELEN JOHN VAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
363 HIGH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2011

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

DENVER, CO 80218

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

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

(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 |
| Common Stock | 04/01/2011 | | M | | 7,500 | A | \$ 8.46 |
| Common Stock | 04/01/2011 | | M | | 7,500 | A | \$ 8.8 |
| Common Stock | 04/01/2011 | | M | | 20,000 | A | \$ 13.68 |
| Common Stock | 04/01/2011 | | M | | 18,000 | A | \$ 13.87 |
| Common Stock ⁽¹⁾ | 04/01/2011 | | S | | 40,500 | D | \$ 20.8697 |
| | | | | | | | <u>(2)</u> |

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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 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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 8.46 | 04/01/2011 | | M | 7,500 | <u>(3)</u> 06/01/2015 | Common Stock | 7,500 |
| Non-Qualified Stock Option (right to buy) | \$ 8.8 | 04/01/2011 | | M | 7,500 | <u>(4)</u> 12/01/2014 | Common Stock | 7,500 |
| Non-Qualified Stock Option (right to buy) | \$ 13.68 | 04/01/2011 | | M | 20,000 | <u>(5)</u> 06/01/2016 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.87 | 04/01/2011 | | M | 18,000 | <u>(6)</u> 12/16/2013 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEUVELEN JOHN VAN 363 HIGH STREET DENVER, CO 80218 | | X | | |

Signatures

By: s/ Alberto de Cardenas For: John Van Heuvelen 04/04/2011

____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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.65 to \$21.22, inclusive. The reporting person undertakes to provide to MasTec, Inc. ("MasTec"), any security holder of MasTec or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) The options vested in substantially equal installments on June 1st of 2006, 2007, and 2008.

(4) The options vested in substantially equal installments on December 1st of 2005, 2006, and 2007.

(5) The options vested in substantially equal installments on June 1st of 2007, 2008, and 2009.

(6) The options vested on December 16, 2004, and September 2, 2005.

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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