MASTEC INC Form 4 August 31, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

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 2 SORZANO JOSE S			2. Issuer Name and Ticker or Trading Symbol MASTEC INC [MTZ]	5. Relationship of Reporting Person(s) to Issuer		
(I+)	(F:t)	(.IEE:MO		(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
5305 LEE HIGHWAY NORTH			08/29/2006	Officer (give title Other (special below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Checl		
			Filed(Month/Day/Year)	Applicable Line)		
A DI INGTON	J WA 2220	7	· · · · · · · · · · · · · · · · · · ·	_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

ARLINGTON, VA 22207

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	08/29/2006		M	20,000	A	\$ 4.32	32,194	D	
Common Stock	08/29/2006		S	7,855	D	\$ 11.2929	24,339	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.

Person

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

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	and 5)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Non-Qualified Stock Option (right to buy)	\$ 4.32	08/29/2006		M <u>(1)</u>	20	0,000	(2)	11/12/2006	Common Stock	20,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SORZANO JOSE S 5305 LEE HIGHWAY NORTH ARLINGTON, VA 22207	X						

Signatures

By: /s/ Alberto de Cardenas For: Jose S.
Sorzano 08/31/2006

**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).
- (1) Exercise of exempt Rule 16b-3 option.
- (2) Exempt stock option granted under the MasTec, Inc. 1994 Stock Option Plan for Non-Employee Directors. 50% vested May 15, 2002 and remaining 50% vested May 2003.

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.

Reporting Owners 2