

FORM 10-C  
Securities and Exchange Commission  
Washington, DC 20549

Report by issuer of securities quoted on The Nasdaq Stock Market, filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and rule 13a-17 or 15d-17 thereunder.

MasTec, Inc.

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EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER

3155 N.W. 77th Avenue, Miami, Florida 33122

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ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

(305) 599-1800

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ISSUERS TELEPHONE NUMBER INCLUDING AREA CODE

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease of five percent or more in the number of shares outstanding:

1. Title of security: Common Stock
2. Number of shares outstanding before the change: 15,864,492
3. Number of shares outstanding after the change: 16,761,645
4. Effective date of change: July 1, 1996
5. Method of change: Exercise of Employee Stock Options; Issue Stock under 401(K) Plan; and Debt Conversion.

Give brief description of transaction: Exercise of Employee Stock Options under 1994 Stock Incentive 0 Plan; Issue Stock under MasTec, Inc. 401(K) Retirement Savings Plan; and call of 12% Convertible Subordinated Debentures due 11-12-2000.

II. Change in Name of Issuer

1. Name prior to change:
2. Name after change:
3. Effective date of charter amendment changing name:
4. Date of shareholder approval of change, if required:

August 1, 1996

/s/Edwin D. Johnson

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DATE

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Edwin D. Johnson,  
Senior Vice President -  
Chief Financial Officer