

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