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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): April 14, 2008

MASTEC, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

Florida

(State or other jurisdiction
of incorporation)

0-08106

(Commission File
Number)

65-0829355

(IRS Employer
Identification No.)

800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134

(Address of Principal Executive Offices) (Zip Code)

(305) 599-1800

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers](#)

[ITEM 9.01 Financial Statements and Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-10.1 Amendment to Shanfelter Employment Agreement](#)

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 14, 2008, MasTec, Inc. (the “Company”) and Austin J. Shanfelter executed an extension (the “Extension”) to Mr. Shanfelter’s Employment Agreement (as so amended, the “Employment Agreement”). The Extension extended until September 30, 2009, certain restrictive covenants prohibiting Mr. Shanfelter from soliciting company employees and certain former employees. In addition, the Company has satisfied all remaining monetary obligations due to Mr. Shanfelter under the Employment Agreement. The foregoing description of the Extension is not complete and is qualified in its entirety by the Extension which is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 — Amendment to Employment Agreement dated April 14, 2008, between MasTec, Inc. and Austin J. Shanfelter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTEC, INC.

Date: April 18, 2008

By: /s/ Alberto de Cardenas

Alberto de Cardenas

Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment to Employment Agreement dated April 14, 2008, between MasTec, Inc. and Austin J. Shanfelter.

AMENDMENT TO EMPLOYMENT AGREEMENT

This AGREEMENT is entered into as of April 14, 2008 (the "Effective Date"), by and between MASTEC, INC. (the "Company") and AUSTIN J. SHANFELTER (the "Executive").

WHEREAS, the Company and Executive entered into that certain Employment Agreement — Extension (the "Extended Agreement");

WHEREAS, the Company and Executive desire to amend the Extended Agreement in order to amend certain restrictive covenants, and accelerate the payment of certain consulting fees payable, thereunder.

NOW THEREFORE, in consideration of the promises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Company hereby agrees to pay the \$480,769.23 that remains payable to Consultant under Paragraph 5(c) of the Extended Agreement immediately upon execution of this Amendment.

2. Paragraph 6(a)(iv) of the Extended Agreement is hereby amended to read as follows:

“(iv) solicit, persuade or attempt to solicit or persuade, or cause or authorize directly or indirectly to be solicited or persuaded for employment, or employ or cause or authorize directly or indirectly to be employed, on behalf of Executive or any other person or entity, any individual who either is then an employee of any of the Companies or who was at any time within six (6) months prior to cessation of Executive’s employment by the Companies an employee of any of the Companies.”

The provisions of this Paragraph 6(a)(iv) shall apply not only during the Period of Non-Competition but also for the 6 month period immediately following the Period of Non-Competition.

3. In all other respects, the Extended Agreement shall remain unchanged by this Amendment.

EXECUTED as of the date first above written.

MASTEC, INC.

By: /s/ Jose R. Mas

Name: Jose R. Mas

Title: President & CEO

EXECUTIVE

By: /s/ Austin J. Shanfelter

Austin J. Shanfelter