

**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): January 6, 2011

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))

ITEM 8.01 Other Events

On January 7, 2011, MasTec Inc. (the "Company") issued a press release (the "Press Release") announcing the expiration and results of its exchange offer for its 4.00% Senior Convertible Notes due 2014 and 4.25% Senior Convertible Notes due 2014. The Press Release, which is filed as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 — Press Release dated January 7, 2011.

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.

Date: January 7, 2011

MASTEC, INC.

By: /s/ Alberto de Cardenas

Name: Alberto de Cardenas

Title: Executive Vice President, General Counsel and Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated January 7, 2011.

**Contact:**

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For Immediate Release

**MasTec Announces Expiration
and Results of its Exchange Offer for its
4.00% and 4.25% Senior Convertible Notes Due 2014**

Coral Gables, FL (January 7, 2011) — MasTec, Inc. (NYSE: MTZ) announced today the expiration of its offer to exchange its outstanding senior convertible notes ("Old Notes") for new notes that are substantially similar in all material terms, except the new notes will have an optional physical, cash or combination settlement feature and will contain certain conditional conversion features ("New Notes"). The full terms of the exchange offer, a description of the New Notes and the material differences between the New Notes and the Old Notes and other information relating to the exchange offer and MasTec are set forth in the amended registration statement, including the prospectus included therein, filed with the Securities and Exchange Commission.

The exchange offer expired at 12 midnight, New York City time, on January 6, 2011. As of the expiration of the exchange offer, holders of \$102,029,000 and \$97,000,000 aggregate principal amount of the 4.0% Old Notes and 4.25% Old Notes, respectively, representing approximately 88.7% and 97.0% of the 4.0% Old Notes and 4.25% Old Notes, respectively, have delivered valid tenders or notices of guaranteed delivery pursuant to the offer. All Old Notes that were properly tendered and not withdrawn have been accepted for exchange. The settlement of the exchange of New Notes for Old Notes is expected to take place on January 11, 2011.

The Company is offering to exchange the Old Notes for New Notes in an attempt to minimize the potential dilution associated with conversions of the notes.

Barclays Capital and Morgan Stanley acted as co-dealer managers for the exchange offer.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

Forward-Looking Statements

Certain matters discussed in this press release are forward-looking statements regarding the timing of the exchange offer and MasTec's anticipated use of cash in connection with settlements of the New Notes in attempt to minimize potential dilution. MasTec's anticipated use of cash in connection with any settlements of New Notes will depend on, among other things, applicable laws and contractual obligations, including its credit facility.