FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

Filing Date: **1994-01-14**
SEC Accession No. 0000950124-94-000140

(HTML Version on secdatabase.com)

FILER

MASCOTECH INC

CIK:**745448**| IRS No.: **382513957** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **424B5** | Act: **33** | File No.: **033-59222** | Film No.: **94501568**
SIC: **3714** Motor vehicle parts & accessories

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Business Address
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Pursuant to Rule 424(b)(5)
Registration No. 33-59222

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JUNE 30, 1993)

$300,000,000

[MASCOTECH LOGO]

MASCOTECH, INC. (FORMERLY MASCO INDUSTRIES, INC.)

4 1/2% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2003
INTEREST PAYABLE JUNE 15 AND DECEMBER 15

The Debentures are convertible into Common Stock, par value $1.00 per share (the "Common Stock"), of the Company prior to maturity unless previously redeemed, at a conversion price of $31.00 per share, subject to adjustment in certain events. The Common Stock is traded on the New York Stock Exchange ("NYSE") under the symbol MSX. The closing sale price of the Common Stock on the NYSE on January 13, 1994 was $25 1/8 per share. See "Price Range of Common Stock and Dividend Policy." The Debentures have been approved for listing on the NYSE.

Interest on the Debentures is payable on June 15 and December 15 of each year commencing June 15, 1994 at a rate of 4 1/2% per annum. The Debentures are subject to redemption, at the option of the Company, in whole or in part, at any time on or after December 22, 1996 at the redemption price set forth in this Prospectus Supplement, plus accrued interest to the date of redemption. The Debentures will be subordinated to all existing and future Senior Indebtedness (as defined herein). See "Description of Debentures" herein and "Description of Subordinated Securities" in the accompanying Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PRICE TO PUBLIC(1)	UNDERWRITING DISCOUNTS AND COMMISSIONS(2)	PROCEEDS TO COMPANY(1)(3)
Per Debenture....................	100.00%	2.25%	97.75%
Total(4)..........................	$300,000,000	$6,750,000	$293,250,000

(1) Plus accrued interest, if any, from January 21, 1994.
(2) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Underwriting."
(3) Before deducting expenses payable by the Company estimated at $250,000.
(4) The Company has granted the Underwriters a 30-day option to purchase up to $45,000,000 additional principal amount of Debentures on the same terms and conditions as set forth above, solely to cover over-allotments, if any. If such option is exercised in full, the total Price to Public, Underwriting Discounts and Commissions and Proceeds to Company, before deducting expenses, will be $345,000,000, $7,762,500 and $337,237,500, respectively. See "Underwriting."

The Debentures offered by this Prospectus Supplement are offered by the Underwriters subject to prior sale, withdrawal, cancellation or modification of the offer without notice, to delivery to and acceptance by the Underwriters and to certain further conditions. It is expected that the Debentures will be available for delivery at the offices of Smith Barney Shearson Inc., 110 Wall Street, New York, New York 10005, on or about January 21, 1994.

SMITH BARNEY SHEARSON INC.
PAINEWEBBER INCORPORATED

PRUDENTIAL SECURITIES INCORPORATED
SALOMON BROTHERS INC

January 13, 1994

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE DEBENTURES AND THE COMMON STOCK AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED ON THE NEW YORK STOCK EXCHANGE OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

PROSPECTUS SUPPLEMENT SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere in this Prospectus Supplement. Unless otherwise indicated, the information contained in this Prospectus Supplement assumes that the Underwriters' over-allotment option will not be exercised. Unless the context indicates otherwise, as used in this Prospectus Supplement, the term "Company" refers to MascoTech, Inc. and its consolidated subsidiaries, and the amounts have been reclassified to present certain businesses as discontinued operations as discussed below.

THE COMPANY

MascoTech, Inc. (formerly Masco Industries, Inc.) is a diversified manufacturer of original equipment and aftermarket parts for the automotive industry; commercial, institutional and residential building products for the construction industry; and other diversified products principally for the defense industry. Sophisticated technology plays a significant role in the Company's businesses and in the design, engineering and manufacturing of many of its products.

Since its formation in 1984, the Company has invested approximately $1.2 billion for capital expenditures and acquisitions to acquire and complement the technology and leadership positions in its niche markets, contributing to the more than tripling of the Company's sales in that time frame. A portion of these investments, coupled with the Company's metalworking expertise, have enabled the Company to approximately quadruple its sales of transportation-related products to approximately $1.1 billion in 1992. For the nine-month period ended September 30, 1993, net sales from continuing operations and income from continuing operations before preferred dividends increased 10 percent and 64 percent, respectively, over the comparable period in 1992.

RECENT DEVELOPMENTS

In 1993 the Company took several actions as part of its long-term strategic plan to increase the focus on its core operating capabilities and deleverage its balance sheet. In late November 1993 the Company announced a plan to divest its Energy-related business segment and to present such businesses as discontinued operations. These businesses manufactured specialized tools, equipment and other products for energy-related industries, and had 1992 sales and operating profit of approximately $200 million and $3 million, respectively. The disposition of these businesses is expected to result in proceeds of approximately $162 million (including cash tax benefits). Two of the businesses were sold in late 1993 for proceeds totaling approximately $93 million and the Company expects to divest the remaining businesses in 1994.

Also in late 1993 the Company redeemed for cash its outstanding $100 million of 10% Exchangeable Preferred Stock (the "10% Preferred Stock") and called for redemption its outstanding $187 million of 6% Convertible Subordinated Debentures due 2011 (the "2011 Debentures"). Substantially all of the 2011 Debentures were converted, resulting in the issuance of approximately 10 million shares of Common Stock (including the issuance of approximately 7 million shares to Masco Corporation ("Masco"), increasing its ownership of Company Common Stock to approximately 42 percent). In addition, the Company has called for redemption, on February 1, 1994, its outstanding $250 million of 10 1/4% Senior Subordinated Notes due 1997 (the "1997 Notes").

The Company expects that the probable loss to be incurred from the divestiture of the Energy-related business segment and expenses related to the early extinguishment of the 1997 Notes will result in after-tax charges aggregating approximately $24 million ($.40 per common share) and a net loss in the fourth quarter of 1993.

From December 31, 1992 to September 30, 1993 the Company has repaid approximately $165 million of debt. In addition, the transactions referred to above (including the offering of the Debentures) will increase equity by approximately $61 million and reduce debt by $239 million, thereby reducing long-term debt as a percent of long-term debt plus equity from 62 percent at

September 30, 1993 to 52 percent on a pro forma basis. See "Capitalization" and "Unaudited Pro Forma Consolidated Condensed Financial Information".

BUSINESS

TRANSPORTATION-RELATED PRODUCTS

The Company manufactures a broad range of components, sub-assemblies and assemblies for the transportation industry. Transportation-related products represented approximately 73 percent of 1992 sales (excluding discontinued operations) and primarily consist of original equipment products for the automotive and truck industries. The Company's products include a number of items for which reliability, quality and certainty of supply are major factors in customers' selection of suppliers. Over half of the products are used "under-the-body" for engine and drive-train applications (such as semi-finished transmission shafts, drive gears, engine connecting rods, wheel spindles and front wheel drive and exhaust system components) and for chassis and suspension functions (including electromechanical solenoids and relays and suspension components). Products manufactured for exterior body trim applications include automotive trim, luggage racks and accessories, and metal stampings. Aftermarket products include fuel and emission systems components, windshield wiper blades, constant velocity joints, brake hardware repair kits and aftermarket luggage racks and accessories. In addition to its manufacturing activities, the Company provides engineering services primarily for the automotive, heavy truck and aerospace industries, and is engaged in specialty vehicle development and conversion programs.

Products are manufactured using various metalworking technologies, including cold, warm and hot forming, powdered metal forming and stamping. Although published industry statistics are not available, the Company believes that it is a leading independent producer of many of the industrial component parts that it produces using cold, warm or hot forming processes. The Company's advanced hot forming process is automated, high speed and efficient, and allows parts to be forged in a near net shape requiring minimal secondary finishing operations and minimizing waste material. This automated progressive and transfer die process allows the Company to manufacture a wide variety of close tolerance components in light to heavy gauge materials at very high production rates. Forged powdered metal technology is used to form lightweight, high-strength components to extremely close tolerances using both traditional forged processes and conventional powdered metal processes. The Company believes that its metalworking technologies provide cost competitive, high-performance, quality components that are required in order to meet the increasing demands of the automotive and truck marketplace.

ARCHITECTURAL PRODUCTS

The Company manufactures a variety of architectural products for commercial, institutional and residential markets. Products include steel doors and frames; stainable and low maintenance steel doors; wood windows and aluminum-clad wood windows; leaded, etched and beveled glass for decorative windows and entryways; residential entry systems; garage doors; sectional and rolling doors; security grilles; and modular metal partitions. The Company's commercial and institutional markets include office buildings, factories, hotels, schools, hospitals, retail stores and malls, warehouses and mini-warehouses. Residential markets include single family new construction as well as repair and remodeling.

OTHER SPECIALTY PRODUCTS

The Company's other specialty products consist primarily of defense products, including large diameter cold formed cartridge cases, projectiles and casings for rocket motors and missiles for the United States government and its suppliers. Changes in government procurement practices and requirements have adversely affected orders, sales and profits of such products in recent years and are expected to continue to do so in the future. As a result the Company is pursuing other commercial applications for the resources related to the manufacturing of defense products including its waste-water treatment capability, which the Company has marketed in recent years to other industrial companies.

THE OFFERING

Securities Offered..........................	$300,000,000 principal amount of 4 1/2% Convertible Subordinated Debentures Due 2003.

	The Company has granted the Underwriters an option for 30 days to purchase up to $45,000,000 additional principal amount of Debentures, solely to cover over-allotments.
Interest....................................	Interest on the Debentures is payable on the principal amount thereof at the rate stated on the cover page hereof, semiannually on each June 15 and December 15, commencing June 15, 1994.
Conversion Rights...........................	The Debentures are convertible at any time on or after March 22, 1994 and prior to maturity on December 15, 2003, unless previously redeemed, into shares of Common Stock at a conversion price of $31.00 per share, subject to adjustment in certain events as described in the accompanying Prospectus.
Redemption..................................	The Debentures are redeemable at any time on or after December 22, 1996, in whole or in part, at the option of the Company, at the redemption prices set forth herein, plus accrued interest to the date of redemption.
Subordination...............................	The Debentures are subordinated in right of payment to all Senior Indebtedness. So long as the Debentures are outstanding, the Company is restricted from creating or incurring certain indebtedness that is subordinate to Senior Indebtedness except for subordinated indebtedness that ranks pari passu with, or is subordinate to, the Debentures. As a result of this restriction, after the redemption of the 1997 Notes and the maturity of the 10% Senior Subordinated Notes due March 1995, the Company will have no outstanding Senior Indebtedness that is senior to the Debentures but subordinate to other Senior Indebtedness.
Trading Market..............................	The Debentures have been approved for listing on the NYSE. The Common Stock is traded on the NYSE under the symbol MSX.
Use of Proceeds.............................	The Company intends to utilize the net proceeds of the offering of the Debentures, together with currently available bank borrowings, to redeem the 1997 Notes and to repay certain bank borrowings.

</TABLE>

USE OF PROCEEDS

The Company has called for redemption, on February 1, 1994, its outstanding $250 million of 1997 Notes at a redemption price of 101.25%. For purposes of presentation, the pro forma financial information contained herein reflects the redemption of the 1997 Notes with borrowings under the Company's bank credit agreement and the application of the net proceeds of the offering of the Debentures to repay bank borrowings, including bank borrowings shown as being incurred to redeem the 1997 Notes. Although the Company has sufficient credit available under its bank credit agreement to redeem the 1997 Notes with borrowings thereunder, the Company intends to apply most of the net proceeds of the offering of the Debentures, estimated to be $293 million, in lieu of such bank borrowings to redeem the 1997 Notes. Net proceeds in excess of the amount required to redeem the 1997 Notes will be applied to repay bank borrowings under the bank credit agreement (bearing interest at a current rate of approximately four percent) incurred to redeem the 10% Preferred Stock and for general corporate purposes. See "Capitalization" and "Unaudited Pro Forma Consolidated Condensed Financial Information."

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

The Common Stock is listed on the NYSE under the symbol MSX. Prior to June 23, 1993, the Common Stock was traded over-the-counter and quoted on the National Association of Securities Dealers Automated Quotation System -- National Market System ("NASDAQ-NMS") under the symbol MASX. The following table sets forth, for the periods indicated, the high and low sales prices of the Common Stock as reported on the NASDAQ-NMS and, beginning on June 23, 1993, on the NYSE:

<TABLE>
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	HIGH	LOW
<S>	<C>	<C>

1991		
First Quarter	$ 6 1/2	$ 3 7/8
Second Quarter	7 3/8	4 3/4
Third Quarter	6 3/4	5 1/4
Fourth Quarter	5 3/8	4 3/4
1992		
First Quarter	11	4 3/4
Second Quarter	13 7/8	8 5/8
Third Quarter	13 5/8	10 3/8
Fourth Quarter	12 1/8	8 3/8
1993		
First Quarter	17 1/4	11 3/8
Second Quarter	21	15 3/4
Third Quarter	22 5/8	19 1/2
Fourth Quarter	28 1/8	18 3/4
1994		
First Quarter (through January 13, 1994)	27 7/8	25 1/8

</TABLE>

See the cover page of this Prospectus Supplement for the closing sale price of the Common Stock on January 13, 1994.

The Company commenced paying cash dividends on its Common Stock in August 1993 and to date has declared and paid two quarterly dividends, each in the amount of $.02 per share. Future declarations of dividends on the Common Stock are discretionary with the Board of Directors and will depend upon the Company's earnings, capital requirements, financial condition and other factors. Dividends may not be paid on the Common Stock if there are any dividend arrearages on the Company's outstanding Preferred Stock. In addition, certain of the Company's long-term debt instruments contain provisions that restrict the dividends that it may pay on its capital stock.

CAPITALIZATION

The following table sets forth the capitalization of the Company and its consolidated subsidiaries at September 30, 1993 (reclassified for discontinued operations), and as adjusted to reflect: (i) application of an estimated $162 million of proceeds (including cash tax benefits) from the planned disposition of the Company's Energy-related business segment to reduce bank borrowings, (ii) redemption for cash of $100 million of 10% Preferred Stock in November 1993 and $250 million of the 1997 Notes with bank borrowings, and (iii) conversion into Common Stock of the 2011 Debentures in December 1993 (collectively, "Certain Transactions"); and as further adjusted to reflect the issuance and sale of the Debentures offered hereby and the use of the net proceeds therefrom. See "Use of Proceeds." The following should be read in conjunction with the Company's consolidated financial statements, the notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 1992 and for the nine months ended September 30, 1993 in the Company's Current Report on Form 8-K dated January 11, 1994, which is incorporated herein by reference (and the unaudited pro forma consolidated condensed financial information included elsewhere herein).

<TABLE>
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	SEPTEMBER 30, 1993		
	HISTORICAL (RECLASSIFIED FOR DISCONTINUED OPERATIONS)	AS ADJUSTED FOR CERTAIN TRANSACTIONS	AS FURTHER ADJUSTED TO REFLECT DEBENTURES OFFERED HEREBY
		(IN THOUSANDS) (UNAUDITED)	
<S>	<C>	<C>	<C>
Short-term debt:			
Notes payable and current portion of long-term debt	$ 2,840	$ 2,840	$ 2,840
Long-term debt:			
Senior long-term debt (principally bank borrowings)	$ 290,320	$ 481,200	$ 188,200
10% Senior Subordinated Notes Due March 1995	233,150	233,150	233,150
10 1/4% Senior Subordinated Notes Due 1997	250,000	--	--
6% Convertible Subordinated Debentures Due 2011	56,880	--	--
Subordinated long-term debt held by Masco Corporation:			
6% Convertible Subordinated Debentures Due 2011	130,000	--	--
Debentures offered hereby	--	--	300,000

Total subordinated long-term debt	670,030	233,150	533,150
Total long-term debt	960,350	714,350	721,350
Shareholders' equity:			
Preferred stock, $1 par; shares authorized: 25 million; shares outstanding: 11.8 million historical, 10.8 million as adjusted (aggregate liquidation value $316 million historical, $216 million as adjusted)	11,800	10,800	10,800
Common stock, $1 par, shares authorized: 250 million; shares outstanding: 50.1 million historical, 60.5 million as adjusted	50,130	60,510	60,510
Paid-in capital	289,160	364,670	364,670
Retained earnings	245,000	221,450	221,450
Cumulative translation adjustments	(610)	(610)	(610)
Total shareholders' equity	595,480	656,820	656,820
Total long-term debt and shareholders' equity	$1,555,830	$ 1,371,170	$ 1,378,170

</TABLE>

SELECTED FINANCIAL DATA

In late November 1993, the Company adopted a formal plan to divest its Energy-related business segment, which requires the reclassification of certain previously issued financial statements to present such Energy-related business segment as discontinued operations. The following table sets forth selected financial data reclassified as to all statement of operations data and as to the September 30, 1993 balance sheet. The statement of operations data for each of the three years ended December 31, 1992 and the balance sheet data for 1992 and 1991 have been derived from the audited financial statements and the income statement data for the nine-month periods ended September 30, 1993 and 1992 and the balance sheet data as of September 30, 1993 have been derived from the unaudited reclassified financial statements, in each case as presented in the Company's Current Report on Form 8-K dated January 11, 1994, which is incorporated herein by reference; such data should be read in conjunction with such financial statements, the notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in such Current Report. The income statement data for the years ended December 31, 1989 and 1988 have been similarly reclassified for discontinued operations, and are unaudited. The balance sheet data as of December 31, 1990, 1989 and 1988 have been derived from the previously published audited financial statements and the balance sheet data as of September 30, 1992 have been derived from the previously published unaudited financial statements, as there is no requirement to reclassify such balance sheet data for discontinued operations. The pro forma data are derived from the unaudited pro forma consolidated condensed financial information contained elsewhere herein, and should be read in conjunction with such information. See "Unaudited Pro Forma Consolidated Condensed Financial Information."

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	FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30,		DECEMBER 31,				
	1993	1992	1992	1991	1990	1989	1988
	(IN THOUSANDS EXCEPT RATIOS AND PER SHARE AMOUNTS)						
Net sales	$1,190,280	$1,077,530	$1,455,320	$1,266,210	$1,373,060	$1,528,940	$1,469,000
Operating profit	$ 112,030	$ 88,450	$ 111,840	$ 43,590	$ 70,560	$ 130,260	$ 181,570
From continuing operations before extraordinary income:							
Income (loss)	$ 52,380	$ 31,850	$ 39,040	$ (10,350)	$ (26,840)	$ 52,730	$ 71,100
Income (loss) attributable to common stock	$ 42,130	$ 24,870	$ 29,740	$ (19,950)	$ (26,840)	$ 52,730	$ 71,100
Earnings (loss) per common share	$0.70	$0.41	$0.49	$(0.33)	$(0.36)	$0.65	$0.79
Pro forma earnings per common share	$0.86		$0.79				
Ratio of earnings to fixed charges	2.1x	1.7x	1.5x	0.9x(a)	0.8x(a)	1.5x	2.1x
Pro forma ratio of earnings to fixed							

charges.............	3.4x		2.3x				
Total assets............	$1,952,530	$1,871,220	$1,877,310	$1,973,280	$2,080,470	$2,235,900	$2,121,360
Long-term debt...........	$ 960,350	$1,094,320	$1,065,390	$1,224,990	$1,349,510	$1,435,860	$1,351,920
Shareholders' equity.....	$ 595,480	$ 361,790	$ 353,400	$ 326,690	$ 356,010	$ 389,380	$ 369,020

</TABLE>

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(a) 1991 and 1990 historical earnings were inadequate to cover fixed charges by approximately $16 million and $34 million, respectively.

The Company commenced paying dividends on its Common Stock in the third quarter of 1993, and through September 30, 1993 had declared and paid a quarterly dividend of $.02 per share ($1 million).

Results for the nine months ended September 30, 1993 were reduced by a charge of approximately $2.4 million ($.04 per common share) reflecting the increased 1993 federal corporate income tax rate; of this amount, approximately $.03 per common share represents a one-time charge related to applying the increased statutory income tax rate to deferred tax balances as of December 31, 1992.

Results for the nine months ended September 30, 1993 and 1992 include pre-tax gains aggregating approximately $9 million and $25 million, in the second quarter of each respective period. These gains resulted from the sale of stock through public offerings by equity affiliates and, in 1992, a prepayment premium related to the redemption of debentures held by the Company. This income was largely offset by costs and expenses related to cost reduction initiatives, the restructuring of certain operations and product lines, adjustments to the carrying values of certain long-term assets, and other costs and expenses.

Results for full year 1992 include pre-tax income of approximately $25 million ($14 million after-tax or $.23 per common share) from the 1992 transactions referred to in the preceding paragraph. This income was substantially offset by charges for restructurings and other costs in 1992, aggregating approximately $21 million pre-tax ($12 million after-tax or $.19 per common share).

Results for 1991, 1990 and 1989 include the effect of pre-tax charges for restructurings and other costs aggregating approximately $41 million, $40 million and $54 million, respectively. These charges reduced operating profit, income from continuing operations before extraordinary income, and earnings per common share by: in 1991 -- $27 million, $27 million and $.45, respectively; in 1990 -- $38 million, $26 million and $.35, respectively; and in 1989 -- $39 million, $36 million and $.45, respectively.

Loss from continuing operations in 1990 was $18.6 million or $.25 per common share after inclusion of extraordinary income of $8.2 million or $.11 per common share related to the early extinguishment of debt.

Earnings from continuing operations per common share in 1988 and in the nine months ended September 30, 1993 (historical and pro forma) are presented on a fully diluted basis. Primary earnings from continuing operations per common share were $.81 in 1988 and $.74 and $.88 for the historical and pro forma amounts in 1993, respectively. For nine months ended September 30, 1992 and years 1989 through 1992, the assumed conversion of dilutive securities is anti-dilutive.

Pro forma earnings per common share and the pro forma ratio of earnings to fixed charges reflect the transactions described in the unaudited pro forma consolidated condensed financial information and the issuance of the Debentures offered hereby. See "Unaudited Pro Forma Consolidated Condensed Financial Information" below. The pro forma ratio of earnings to fixed charges, adjusted solely for the issuance of the Debentures offered hereby, does not differ by more than 10 percent from the historical ratio of earnings to fixed charges for the year ended December 31, 1992 and the nine months ended September 30, 1993.

The ratio of earnings to fixed charges has been computed by dividing earnings from continuing operations before income taxes, extraordinary income and fixed charges by fixed charges. This ratio includes the earnings and fixed charges of the Company and its consolidated subsidiaries, excluding the equity in undistributed earnings of less than 50 percent owned companies. Fixed charges consist of interest, amortization of debt expense and the portion of rentals for real and personal properties representative of the interest factor (deemed to be one-third), and the Company's pro rata share of the fixed charges of 50 percent owned companies.

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED FINANCIAL INFORMATION

The following unaudited pro forma consolidated condensed balance sheet as of September 30, 1993 and income statements for the year ended December 31, 1992 and the nine month period ended September 30, 1993 give effect to the following transactions:

- the acquisition from Masco, on March 31, 1993, of 10 million shares of Common Stock, $77.5 million of the Company's 12% Exchangeable Preferred Stock (the "12% Preferred Stock") and Masco's holdings of Emco Limited ("Emco") common stock and convertible debentures. In exchange, the Company issued to Masco $100 million of the 10% Preferred Stock, seven-year warrants to purchase 10 million shares of the Company's Common Stock and paid $87.5 million in cash (collectively, the "March 1993 transactions with Masco");

- the issuance by the Company, in July 1993, of 10.8 million shares of Dividend Enhanced Convertible StockSM -- DECSSM (the "DECS")* at $20 per share ($216 million aggregate liquidation amount, with net proceeds of approximately $209 million);

- the conversion in the fourth quarter of 1993 of $187 million principal amount of the Company's 2011 Debentures held by Masco and others into approximately 10 million shares of Common Stock at $18 per share;

- the retirement of $250 million of the Company's 1997 Notes at a redemption price of 101.25% payable February 1, 1994, assumed to be effected with the proceeds of bank borrowings;

- the redemption for cash of the Company's $100 million of 10% Preferred Stock owned by Masco on November 23, 1993;

- the planned disposition of the net assets of the Company's Energy-related business segment for approximately $162 million (including cash tax benefits); and

- the issuance and sale of the Debentures offered hereby and the use of the estimated net proceeds therefrom in lieu of a portion of the bank borrowings referred to above. The Debentures have an interest rate of 4 1/2%; conversion price of $31.00 per share; underwriting discounts and commissions of 2 1/4%; and estimated issuance expenses of $250,000.

The pro forma consolidated condensed financial statements reflect these transactions as if they had been completed at the beginning of the period presented for the consolidated condensed statements of income and as of September 30, 1993 (if not included on an historical basis) for the consolidated condensed balance sheet. Except as otherwise noted, pro forma tax adjustments are reflected at the appropriate U.S. statutory rate.

The Company's Energy-related business segment has been presented as a discontinued operation for financial reporting purposes. A net loss of approximately $20 million after-tax will be recognized as a result of such disposition. The loss from the disposition has not been reflected in the pro forma income statements but will be recorded in the fourth quarter of 1993 by the Company. The determination of this loss includes the deferral of a portion of the gain (approximately $6 million after-tax) related to the sale of one business for $60 million in cash (the purchase price received at closing) to TriMas Corporation ("TriMas").

The early retirement of $250 million of the Company's 1997 Notes will result in an extraordinary loss of approximately $4 million after-tax. This extraordinary loss on early extinguishment of debt has not been reflected in the pro forma income statements but will be recorded in the fourth quarter of 1993 by the Company.

The Company's 43 percent investment in Emco common stock has been accounted for by the equity method of accounting. The pro forma adjustments herein also include the effects of converting the historical Emco financial statements from Canadian dollars to U.S. dollars. Emco's historical net loss was adjusted to reflect the disposition of certain businesses in 1992 for $12 million and the issuance by Emco, in a public offering completed in early 1993, of $43 million of common stock. The proceeds from these transactions were

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* "Dividend Enhanced Convertible Stock" and "DECS" are service marks of Salomon Brothers Inc.

applied to reduce Emco's outstanding indebtedness and related interest expense at Emco's average borrowing rate.

Primary earnings per common share are based on the weighted average number of shares of Common Stock and Common Stock equivalents outstanding (including the dilutive effect of options and warrants, utilizing the treasury stock method) and net income after deducting Preferred Stock dividends. Fully diluted shares outstanding are based on the weighted average number of shares of Common Stock, Common Stock equivalents outstanding and shares outstanding from the assumed conversion of the 2011 Debentures and the Debentures offered hereby. Earnings for computing fully diluted earnings per share of Common Stock are based on net income after deducting Preferred Stock dividends and adding back the after-tax expenses related to the conversion of the 2011 Debentures and the Debentures offered hereby. While the DECS will mandatorily convert into 10.8 million shares of Common Stock in 1997 (if not previously redeemed by the Company or converted at the option of the holder, in both cases for Common Stock), the DECS are not included in primary or fully-diluted shares outstanding because such inclusion would be anti-dilutive. Fully diluted earnings per share include the effects of dilutive securities for the nine months ended September 30, 1993 and are not presented for the twelve months ended December 31, 1992, as the results of the assumed conversion or exercise of dilutive securities are anti-dilutive for that period.

The pro forma data do not purport to be indicative of the results which would actually have been reported if the transactions had occurred on such dates or which may be reported in the future. The pro forma data should be read in conjunction with the Company's historical consolidated financial statements and the notes thereto.

PRO FORMA CONSOLIDATED CONDENSED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 1992
(UNAUDITED)
(AMOUNTS ARE IN MILLIONS EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	COMPANY HISTORICAL 12/31/92	MARCH 1993 TRANSACTIONS WITH MASCO	ISSUANCE OF DECS	CONVERSION OF 2011 DEBENTURES	REDEMPTION OF 10% PREFERRED STOCK AND 1997 NOTES	ASSUMED DISPOSITION OF ENERGY-RELATED BUSINESS SEGMENT	DEBENTURES OFFERED HEREBY	PRO FORMA ADJUSTED
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net sales	$ 1,455.3							$ 1,455.3
Cost of sales	(1,159.1)							(1,159.1)
Selling, general and administrative expenses	(184.4)							(184.4)
Operating profit	111.8							111.8
Other income (expense), net:								
Interest expense, Masco	(7.8)			$ 7.8				0.0
Other interest expense	(78.2)	$ (4.2)	$10.0	3.4	$ 8.9	$7.7	$ 0.4	(52.0)
Re: TriMas								
Interest and other income	15.2					1.3		16.5
Gain from change in investment	16.7							16.7
Other income (expense), net	10.5	1.2		0.1	0.8		(0.7)	11.9
	(43.6)	(3.0)	10.0	11.3	9.7	9.0	(0.3)	(6.9)
Income from continuing operations before income taxes	68.2	(3.0)	10.0	11.3	9.7	9.0	(0.3)	104.9
Income taxes	29.2	(0.9)	4.0	4.3	3.7	3.4	(0.1)	43.6
Income from continuing operations	$ 39.0	$ (2.1)	$ 6.0	$ 7.0	$ 6.0	$5.6	$ (0.2)	$ 61.3
Preferred stock dividends	$ 9.3	$ 0.7	$13.0		$(10.0)			13.0

Income from continuing operations attributable to common stock.......	$ 29.7	$ (2.8)	$(7.0)	$ 7.0	$ 16.0	$5.6	$ (0.2)	$ 48.3
Earnings from continuing operations per common share.......	$0.49							$0.79
Primary shares outstanding........	60.9	(10.0)		10.4				61.3

</TABLE>

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(A) Reclassified to present the Company's Energy-related business segment as discontinued operations.

(B) To reflect the following:
  - interest expense on the utilization of $87.5 million of borrowings under the Company's revolving credit facility, for satisfaction of the cash payment to Masco;
  - $3.6 million of interest income related to the Emco 7.25% and 8% convertible debentures acquired by the Company and the Company's 43 percent equity ownership interest in the $5.4 million pro forma net loss of Emco;
  - the net tax benefit of the pro forma adjustments at appropriate U.S. statutory and Canadian source withholding rates;
  - the increase in preferred stock dividends due to the issuance of $100 million of 10% Preferred Stock and the retirement of $77.5 million of 12% Preferred Stock; and
  - the retirement of 10 million shares of the Company's Common Stock (no adjustment is required for the issuance of the warrants, since the assumed exercise of such warrants would have been anti-dilutive in 1992).

(C) To reflect the interest savings from the utilization of $209 million of net proceeds from the issuance of the DECS to reduce debt under the Company's revolving credit facility; and the dividend requirement on the DECS.

(D) To reflect the interest savings and issuance of shares resulting from the conversion of $187 million of the 2011 Debentures at a conversion rate of $18 per share; and prepaid debenture expense amortization savings related to the 2011 Debentures.

(E) To reflect the following:
  - interest expense on the assumed utilization of $353 million of borrowings under the Company's revolving credit facility to retire $100 million of 10% Preferred Stock at liquidation value and $250 million of the 1997 Notes at a premium;
  - elimination of interest on the 1997 Notes of $25.6 million and prepaid debt expense amortization on the 1997 Notes of $.8 million; and
  - elimination of the annual dividend on the 10% Preferred Stock.

(F) To reflect the interest savings from the use of assumed net proceeds of $162 million from the planned sale of the Energy-related business segment (including the cash tax benefit on the loss) to retire borrowings under the Company's revolving credit facility; and additional equity earnings from an equity affiliate resulting from the sale of a business unit to such affiliate.

(G) To reflect the interest expense on the Debentures offered hereby net of interest expense savings from the reduction of bank debt from the estimated net proceeds from the Debentures offered hereby; and related additional prepaid debenture expense amortization.

PRO FORMA CONSOLIDATED CONDENSED STATEMENT OF INCOME
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1993
(UNAUDITED)
(AMOUNTS ARE IN MILLIONS EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	COMPANY HISTORICAL 9/30/93	MARCH 1993 TRANSACTIONS WITH MASCO	ISSUANCE OF DECS	CONVERSION OF 2011 DEBENTURES	REDEMPTION OF 10% PREFERRED STOCK AND 1997 NOTES	ASSUMED DISPOSITION OF ENERGY-RELATED BUSINESS SEGMENT	DEBENTURES OFFERED HEREBY	PRO FORMA ADJUSTED
	(A)	(B)	(C)	(D)	(E)	(F)	(G)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Net sales	$1,190.3							$1,190.3
Cost of sales	(941.3)							(941.3)
Selling, general and administrative expenses	(136.9)							(136.9)
Operating profit	112.1							112.1
Other income (expense), net:								
Interest expense, Masco	(5.9)			$5.9				0.0
Other interest expense	(56.0)	$ (0.9)	$ 4.7	2.6	$ 8.4	$5.0	$ (1.1)	(37.3)
Re: TriMas Interest and other income	12.1					1.0		13.1
Gain from change in investment of an equity affiliate	9.5							9.5
Other income (expense), net	20.4	(1.5)	--	0.1	0.6	--	(0.5)	19.1
	(19.9)	(2.4)	4.7	8.6	9.0	6.0	(1.6)	4.4
Income from continuing operations before income taxes	92.2	(2.4)	4.7	8.6	9.0	6.0	(1.6)	116.5
Income taxes	39.8	(0.9)	1.8	3.3	3.5	2.3	(0.6)	49.2
Income from continuing operations	$ 52.4	$ (1.5)	$ 2.9	$5.3	$ 5.5	$3.7	$ (1.0)	$ 67.3
Preferred stock dividends	$ 10.3	$ 0.2	$ 6.8		$(7.5)			$ 9.8
Income from continuing operations attributable to common stock	$ 42.1	$ (1.7)	$ (3.9)	$5.3	$13.0	$3.7	$ (1.0)	$ 57.5
Per common share data:								
Primary earnings from continuing operations	$0.74							$0.88
Fully diluted earnings from continuing operations	$0.70							$0.86
Primary shares outstanding	56.9	(2.2)		10.4				65.1
Fully diluted shares outstanding	67.9	(2.5)					9.7	75.1

</TABLE>

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(A) Reclassified to present the Company's Energy-related business segment as discontinued operations.

(B) To reflect the following transactions for the period prior to the date they occurred (March 31, 1993):

- interest expense on the utilization of $87.5 million of borrowings under the Company's revolving credit facility, for satisfaction of the cash payment to Masco;
- $0.9 million of interest income related to the Emco 7.25% and 8% convertible debentures acquired by the Company and the Company's 43 percent equity ownership interest in the $5.6 million pro forma first

quarter net loss of Emco;
- the net tax benefit of the pro forma adjustments at appropriate U.S. statutory and Canadian source withholding rates;
- the increase in preferred stock dividends due to the issuance of $100 million of 10% Preferred Stock and the retirement of $77.5 million of 12% Preferred Stock; and
- the weighted average retirement of 10 million shares of the Company's Common Stock and the dilutive impact from the assumed exercise of the newly issued warrants utilizing the treasury stock method.

(C) To reflect the issuance of the DECS for the period prior to issuance (July 1993), resulting in interest savings on the utilization of $209 million of proceeds from the issuance of the DECS to reduce debt under the Company's revolving credit facility; and the dividend requirement on the DECS.

(D) To reflect the interest savings and issuance of shares resulting from the conversion of $187 million of the 2011 Debentures at a conversion rate of $18 per share; and prepaid debenture expense amortization savings related to the 2011 Debentures.

(E) To reflect the following:
- interest expense on the assumed utilization of $353 million of borrowings under the Company's revolving credit facility to retire $100 million of 10% Preferred Stock at liquidation value and $250 million of the 1997 Notes at a premium;
- elimination of interest on the 1997 Notes of $19.2 million and prepaid debt expense amortization on the 1997 Notes of $0.6 million; and
- elimination of the dividend on the 10% Preferred Stock.

(F) To reflect the following:
- interest savings from the use of assumed net proceeds of $162 million from the planned sale of the Energy-related business segment (including the cash tax benefit on the loss) to retire borrowings under the Company's revolving credit facility; and
- additional equity earnings from an equity affiliate resulting from the sale of a business unit to such affiliate.

(G) To reflect the interest expense on the Debentures offered hereby net of interest expense savings from the reduction of bank debt from the estimated net proceeds from the Debentures offered hereby; and related additional prepaid debenture expense amortization.

PRO FORMA CONSOLIDATED CONDENSED BALANCE SHEET
AS OF SEPTEMBER 30, 1993
(UNAUDITED)
(AMOUNTS ARE IN MILLIONS)

<TABLE>
<CAPTION>

	COMPANY HISTORICAL 9/30/93	CONVERSION OF 2011 DEBENTURES	REDEMPTION OF 10% PREFERRED STOCK AND 1997 NOTES	ASSUMED DISPOSITION OF ENERGY-RELATED BUSINESS SEGMENT	DEBENTURES OFFERED HEREBY	PRO FORMA ADJUSTED 9/30/93
	(A)	(B)	(C)	(D)	(E)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>
ASSETS						
Current assets						
Cash and cash investments..........	$ 21.2					$ 21.2
Marketable securities.............	50.2					50.2
Receivables.......................	236.0					236.0
Inventories.......................	151.7					151.7
Prepaid expenses and deferred income taxes....................	58.7					58.7
Net current assets of discontinued operations......................	91.5			$ (91.5)		0.0
Total current assets..........	609.3			(91.5)		517.8
Equity and other investments in affiliates:						
TriMas Corporation................	118.8					118.8
Other affiliates..................	125.5					125.5
Property and equipment, net.........	478.2					478.2
Excess of cost over net assets of acquired companies................	455.5					455.5
Notes receivable and other assets....	81.3	$ (2.0)	$ (2.7)		$ 7.0	83.6
Net non-current assets of discontinued operations...........	84.0			(84.0)		0.0
Total assets..................	$1,952.6	$ (2.0)	$ (2.7)	$ (175.5)	$ 7.0	$1,779.4

LIABILITIES

Current liabilities:						
Accounts payable	$ 79.8					$ 79.8
Accrued liabilities	108.5		$ (2.2)			106.3
Current portion of long-term debt	2.8					2.8
Total current liabilities	191.1		(2.2)			188.9
Long-term debt:						
6% Conv. Subordinated Debentures	186.9	$(186.9)				0.0
10 1/4% Subordinated Notes due 1997	250.0		(250.0)			0.0
10% Subordinated Debentures due March 1995	233.1					233.1
Debentures offered hereby					$300.0	300.0
Other, principally bank borrowings	290.3		353.1	$ (162.2)	(293.0)	188.2
Deferred income taxes and other long-term liabilities	205.7			6.7		212.4
Total liabilities	1,357.1	(186.9)	100.9	(155.5)	7.0	1,122.6
SHAREHOLDERS' EQUITY						
Preferred stock	11.8		(1.0)			10.8
Common stock	50.1	10.4				60.5
Paid-in capital	289.2	174.5	(99.0)			364.7
Retained earnings	245.0		(3.6)	(20.0)		221.4
Cumulative translation adjustments	(0.6)					(0.6)
Total shareholders' equity	595.5	184.9	(103.6)	(20.0)		656.8
Total liabilities and shareholders' equity	$1,952.6	$ (2.0)	$ (2.7)	$ (175.5)	$ 7.0	$1,779.4

</TABLE>

- -------------------------

(A) Reclassified to present the Company's Energy-related business segment as discontinued operations.

(B) To reflect the conversion of $187 million of the 2011 Debentures into Common Stock (par value of $1) at $18 per share; and the elimination of prepaid debenture expense associated with the 2011 Debentures.

(C) To reflect the following:

- the retirement of one million shares of 10% Preferred Stock with a liquidation value of $100 per share and $250 million of 1997 Notes at a redemption price of 101.25% with the assumed utilization of borrowings under the Company's revolving credit facility;
- the elimination of prepaid debenture expense related to the 1997 Notes; and
- the non-recurring, after-tax effect of the redemption of the 1997 Notes on retained earnings.

(D) To reflect the sale of the Energy-related business segment as of September 30, 1993 with assumed net proceeds of $162 million from the sale (including the cash tax benefit on the loss) and an after-tax loss on disposition of approximately $20 million; and the deferred gain of approximately $6 million after-tax related to the sale of a business unit to the Company's affiliate, TriMas.

(E) To reflect the issuance of the Debentures offered hereby and reduction of bank debt from the proceeds thereof (net of an estimated $7.0 million of underwriters' discounts and commissions and other offering expenses capitalized as prepaid debenture expense).

DESCRIPTION OF DEBENTURES

The following information concerning the Debentures supplements and to the extent inconsistent therewith replaces the description of the general terms and provisions of the "Junior Subordinated Securities" set forth in the accompanying Prospectus and should be read in conjunction with the statements under "Description of Subordinated Securities" in the accompanying Prospectus. As used in this section, the term "Company" means MascoTech, Inc. without reference to its consolidated subsidiaries. Insofar as any of the terms listed in the accompanying Prospectus in the first and last paragraphs under the caption "Description of Subordinated Securities -- General" apply to the Debentures offered hereby, a description of such terms is set forth in this Prospectus Supplement.

GENERAL

The Debentures offered hereby will be limited to $300 million aggregate principal amount (not including Debentures issuable upon exercise of the

Underwriters' over-allotment option) and are to be issued under an Indenture (the "Junior Subordinated Securities Indenture") dated as of November 1, 1986 between the Company and Morgan Guaranty Trust Company of New York, as Trustee (the "Trustee"). The Junior Subordinated Securities Indenture is more fully described in the accompanying Prospectus. References in italics are to the Junior Subordinated Securities Indenture.

The Debentures will bear interest from January 21, 1994, payable semi-annually on each June 15 and December 15, beginning on June 15, 1994 to the persons in whose names the Debentures are registered at the close of business on the June 1 or December 1, as the case may be, next preceding such June 15 or December 15.

The Debentures will be Subordinated Securities (as defined in the accompanying Prospectus) and will be subordinated in right of payment to the prior payment in full of the Senior Indebtedness. At September 30, 1993, Senior Indebtedness aggregated approximately $780 million, which includes $250 million of the 1997 Notes being redeemed on February 1, 1994 and $233 million of the Senior Subordinated Notes due March 1995.

The Debentures may be transferred or converted by delivery at the office or agency of the Company maintained for such purposes in the Borough of Manhattan, The City of New York.

The Company may terminate certain of its obligations under the Junior Subordinated Securities Indenture with respect to the Debentures by depositing in trust with the Trustee money or obligations of or guaranteed by the United States sufficient to pay principal, premium and interest on the Debentures to maturity (or earlier redemption). (Section 13.01)

The Debentures have been approved for listing on the New York Stock Exchange, although a substantial portion of the trading in the Debentures is expected to take place in the over-the-counter market. The Company has been advised by the Underwriters that they presently intend to make a market in the Debentures. No assurance can be given, however, as to the liquidity of, or trading markets for, the Debentures.

SUBORDINATION OF DEBENTURES

The payment of principal, premium, and interest on the Debentures is subordinated in right of payment, to the extent set forth in the Junior Subordinated Securities Indenture, to the prior payment in full of the principal of, premium, if any, sinking funds and interest on all "Senior Indebtedness" (as defined in the Junior Subordinated Securities Indenture). See "Description of Subordinated Securities -- Subordination of Subordinated Securities" in the accompanying Prospectus. The term "Senior Indebtedness" includes any Senior Subordinated Securities (as defined in the accompanying Prospectus).

So long as the Debentures are outstanding, the Company will not create or incur "indebtedness of the Company for money borrowed" or "indebtedness of the Company incurred in connection with the acquisition of property" (as such terms are defined in the Indenture) that is subordinate and junior in right of payment to the prior payment of Senior Indebtedness except such indebtedness that ranks pari passu with, or is subordinate and junior in right of payment to, the Debentures. As a result of this restriction, after the

redemption of the 1997 Notes and the maturity of the 10% Senior Subordinated Notes due March 1995, the Company will have no outstanding Senior Indebtedness that is senior to the Debentures but subordinate to other Senior Indebtedness.

CONVERSION RIGHTS

The Debentures will be convertible into Common Stock at any time on or after March 22, 1994 and prior to maturity on December 15, 2003 (unless a Debenture shall have been called for redemption, in which case such right terminates at the close of business on the business day preceding the date fixed for redemption) initially at the conversion price set forth on the cover page of this Prospectus Supplement. The conversion price is subject to adjustment in certain events which are described in the accompanying Prospectus under the caption "Description of Subordinated Securities -- Conversion Rights."

OPTIONAL REDEMPTION

The Debentures will be subject to redemption at any time on or after December 22, 1996, in whole or in part, at the option of the Company, at the following redemption prices (expressed as percentages of the principal amount), if redeemed during the twelve-month period beginning December 15 in each of the following years, in each case together with interest accrued to the date fixed for redemption (subject to the right, if any, of the registered holder on the record date for an interest payment to receive such interest):

<TABLE>
<CAPTION>

YEAR	REDEMPTION PRICE
<S>	<C>
1996	103.00%
1997	102.50%
1998	102.00%
1999	101.50%
2000	101.00%
2001	100.50%
2002	100.00%

</TABLE>

If the Company elects to redeem any of the Debentures, it will fix a date for redemption and will mail a notice, by first class mail, of such redemption at least 30 and not more than 60 days prior to the date fixed for redemption to the holders of Debentures so to be redeemed as a whole or in part at their last addresses as the same appear on the securities register maintained by the Trustee as securities registrar. Each such notice of redemption will specify the date fixed for redemption, the redemption price at which such Debentures are to be redeemed, the place or places of payment, that payment will be made upon presentation and surrender of such Debentures, that interest accrued to the date fixed for redemption will be paid as specified in said notice, and that on and after said date interest thereon or on the portions thereof to be redeemed will cease to accrue. If less than all the Debentures are to be redeemed, the notice of redemption will specify the numbers of the Debentures to be redeemed. In case any Debenture is to be redeemed in part only, the notice of redemption will state the portion of the principal amount thereof to be redeemed and will state that on and after the date fixed for redemption, upon surrender of such Debenture, a new Debenture or Debentures in principal amount equal to the unredeemed portion thereof will be issued. If less than all the Debentures are to be redeemed, the Trustee will select, in such manner as in its sole discretion it shall deem appropriate and fair, the Debentures or portions thereof (in integral multiples of $1,000) to be redeemed. (Section 16.02)

UNDERWRITING

Under the terms and subject to the conditions of the Underwriting Agreement dated January 13, 1994, each Underwriter named below has severally agreed to purchase from the Company, and the Company has agreed to sell to such Underwriter, the principal amount of Debentures set forth opposite the name of such Underwriter below.

<TABLE>
<CAPTION>

UNDERWRITERS	PRINCIPAL AMOUNT
<S>	<C>
Smith Barney Shearson Inc.	$ 75,000,000
PaineWebber Incorporated	75,000,000
Prudential Securities Incorporated	75,000,000
Salomon Brothers Inc	75,000,000
Total	$300,000,000

</TABLE>

The Underwriters are obligated to take and pay for the total principal amount of Debentures offered hereby (other than those covered by the over-allotment option described below) if any such Debentures are purchased. In the event of default by any Underwriter, the Underwriting Agreement provides that, in certain circumstances, purchase commitments of the non-defaulting Underwriters may be increased or the Underwriting Agreement may be terminated.

The Underwriters have advised the Company that they propose initially to offer the Debentures to the public at the Price to Public set forth on the cover page of this Prospectus Supplement, and to certain dealers at a price that represents a concession not in excess of 1.35 percent of the public offering price of the Debentures. The Underwriters may allow, and such dealers may reallow, a concession not in excess of 0.45 percent of the public offering price of the Debentures to certain other dealers. After the Debentures are released for sale to the public, the public offering price and such concessions may be changed by the Underwriters.

The Company has granted an option to the several Underwriters, exercisable for 30 days from the date of this Prospectus Supplement, to purchase up to an additional $45 million aggregate principal amount of the Debentures at the public offering price set forth on the cover page hereof less underwriting discounts and commissions. The Underwriters may exercise such option only to cover over-allotments, if any, incurred in connection with the sale of the Debentures offered hereby. To the extent such option is exercised, each Underwriter will be obligated, subject to certain conditions, to purchase approximately the same percentage of such aggregate principal amount of such additional Debentures as the number set forth next to such Underwriter's name in the preceding table bears to the total principal amount of Debentures set forth in such table.

The Underwriters have in the past provided, and may in the future provide, investment banking services to the Company and certain of its affiliates.

The Underwriting Agreement provides that the Company will indemnify the several Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, and to make certain contributions in respect thereof.

The Company has agreed not to offer, sell, contract to sell or otherwise dispose of, without the prior written consent of Smith Barney Shearson Inc. (which consent shall not be unreasonably withheld), any shares of Common Stock, any securities convertible into or exercisable or exchangeable for Common Stock, or any rights to acquire Common Stock for a period of 90 days after the date of this Prospectus Supplement; provided, however, that such restriction shall not affect the ability of the Company or its subsidiaries to take any such actions (i) as a consequence of obligations with respect to securities outstanding prior to the date of this Prospectus Supplement, (ii) in connection with any employee benefit or incentive plans of the Company, or (iii) in connection with the offering of the Debentures made hereby or the conversion thereof.

EXPERTS

The consolidated financial statements of MascoTech, Inc. as of December 31, 1992 and 1991 and for the three years ended December 31, 1992 appearing in the Company's Current Report on Form 8-K dated January 11, 1994, have been audited by Coopers & Lybrand, independent accountants, as set forth in their report appearing therein. The consolidated financial statements referred to in this paragraph are incorporated herein by reference in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

PROSPECTUS

MASCOTECH, INC.

SUBORDINATED DEBT SECURITIES
(CONVERTIBLE OR NON-CONVERTIBLE)

PREFERRED STOCK
(CONVERTIBLE OR NON-CONVERTIBLE)
($1 PAR VALUE)

DEPOSITARY SHARES REPRESENTING PREFERRED STOCK

COMMON STOCK
($1 PAR VALUE)

MascoTech, Inc. (the "Company") may from time to time offer, as separate series, subordinated debt securities consisting of subordinated debentures, subordinated notes or other unsecured subordinated evidences of indebtedness ("Subordinated Securities"), which Subordinated Securities may be either Senior Subordinated Securities or Junior Subordinated Securities (as such terms are hereinafter respectively defined) and may, if their terms so provide, be convertible into shares of Common Stock, par value $1 per share, of the Company (the "Common Stock").

The terms of the Subordinated Securities, including, where applicable, the specific designation, aggregate principal amount, denominations, maturity, rate (which may be fixed or variable) and time of payment of interest, terms for redemption at the option of the Company or the holder, terms for sinking or purchase fund payments, terms for conversion, the public offering price, the names of any underwriters or agents, the principal amounts to be purchased by underwriters and the compensation of such underwriters or agents and the other terms in connection with the offering and sale of the Subordinated Securities in respect of which this Prospectus is being delivered, are set forth in the accompanying Prospectus Supplement ("Prospectus Supplement").

The Company may also from time to time offer shares of its Preferred Stock, par value $1 per share (the "Preferred Stock"), in one or more series. The Prospectus Supplement sets forth, as applicable, the specific designation, voting powers, preferences and relative rights and qualifications, limitations or restrictions thereof, including dividend rate (or manner of calculation thereof), time of payment of dividends, liquidation value, terms for conversion, listing on a securities exchange, terms for mandatory or optional redemption, aggregate number of shares to be sold, purchase price, public offering price, names of any underwriters or agents, compensation of such underwriters or agents and other terms in connection with the offering and sale of the Preferred Stock in respect of which this Prospectus is being delivered. If so specified in the Prospectus Supplement, the Preferred Stock may be represented by Depositary Shares entitling the holder to all proportional rights and preferences of the Preferred Stock.

The Company may also from time to time offer shares of Common Stock. The terms of the offering and sale of the Common Stock in respect of which this Prospectus is being delivered, including, where applicable, specific aggregate number of shares to be sold, purchase price, public offering price, names of any underwriters or agents, compensation of such underwriters or agents and any other applicable terms, are set forth in the Prospectus Supplement.

The Company may sell Subordinated Securities, shares of Preferred Stock, Depositary Shares representing Preferred Stock or shares of Common Stock to or through underwriters or dealers, directly to other purchasers or through agents. See "Plan of Distribution".

THE COMPANY'S COMMON STOCK IS LISTED ON THE NEW YORK STOCK EXCHANGE.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

JUNE 30, 1993

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE OFFERING DESCRIBED HEREIN.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C., and at the following Regional Offices of the Commission: New York Regional Office, 7 World Trade Center, New York, New York 10048; and Chicago Regional Office, Northwest Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of such material can also be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. The Company's Common Stock, $1 par value, is listed on the New York Stock Exchange. Reports, proxy statements and other information concerning the Company can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The documents listed below have been filed by the Company with the Commission and are incorporated herein by reference:

(a) Annual Report on Form 10-K for the fiscal year ended December 31, 1992;

(b) Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1993,

(c) Proxy Statement dated April 21, 1993, in connection with its Annual Meeting of Stockholders held on May 18, 1993;

(d) Form 8 dated March 8, 1993 amending its Registration Statement on Form 10 dated May 2, 1984;

(e) Registration Statement on Form 8-A dated June 29, 1993; and

(f) Current Reports on Form 8-K dated February 1, 1993 and June 22, 1993.

All reports and documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Prospectus and prior to the termination of the offering of the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which is also incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

The Company undertakes to provide without charge to each person to whom a copy of this Prospectus has been delivered, upon the written or oral request of any such person, a copy of any or all of the documents referred to above which have been or may be incorporated in this Prospectus by reference, other than any exhibits to such documents. Requests for such copies should be directed to Kenneth J. Zak, Manager of Investor Relations, MascoTech, Inc., 21001 Van Born Road, Taylor, Michigan 48180 (telephone (313) 274-7405).

THE COMPANY

MascoTech, Inc. and its consolidated subsidiaries manufacture products principally for the original equipment and aftermarket transportation markets. Transportation-related products are manufactured utilizing a variety of metalworking and other process technologies. Although published industry statistics are generally not available, the Company believes that it is a leading independent producer of many of the industrial component parts that it produces using cold, warm or hot forming processes. In addition to its manufacturing activities, the Company provides design and engineering services primarily for the automotive, heavy truck and aerospace industries. The Company also manufactures architectural, energy-related and other specialty products.

The Company's executive offices are located at 21001 Van Born Road, Taylor, Michigan 48180, and the telephone number is (313) 274-7405. Except as the context otherwise indicates, the terms "MascoTech" or the "Company" refer to MascoTech, Inc. and its consolidated subsidiaries.

USE OF PROCEEDS

The Company expects to apply substantially all of the net proceeds from sales of Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock by the Company to its general funds to be used for general corporate purposes, including working capital, repayment of debt and expenditures for development of activities in which it is now engaged or investment in and development of activities in which it is not currently engaged. In this regard, the Company maintains an active acquisition effort and is frequently engaged in discussions with respect to acquisition opportunities. Proceeds from sales of Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock by the Company could be applied directly or indirectly to such acquisitions. Funds not required immediately for any of the foregoing purposes may be invested in marketable securities. The Company intends to use the proceeds from the offering described in the Prospectus Supplement as set forth in the Prospectus Supplement under the caption "Use of Proceeds".

DESCRIPTION OF SUBORDINATED SECURITIES

The Senior Subordinated Securities will be issued under an Indenture (the "Senior Subordinated Securities Indenture") dated as of February 1, 1987 between the Company and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company), as Trustee, and the Junior Subordinated Securities will be issued under an Indenture (the "Junior Subordinated Securities Indenture") dated as of November 1, 1986 between the Company and Morgan Guaranty Trust Company of New York, as Trustee. The Senior Subordinated Securities Indenture and the Junior Subordinated Securities Indenture are hereinafter referred to as the "Indentures" and the respective Trustees thereunder are hereinafter referred to as the "Trustees". The Indentures differ with respect to the relative seniority of the Subordinated Securities issued thereunder (see "Subordination of Subordinated Securities" below). The Prospectus Supplement identifies the Indenture under which the Subordinated Securities offered hereby will be issued.

The following statements are subject to the detailed provisions of the

Indentures, copies of which are filed as exhibits to the registration statement covering the Subordinated Securities. Whenever references are made to particular provisions of the Indentures, such provisions are incorporated by reference as part of the statements made and such statements are qualified in their entirety by such references. Certain defined terms are capitalized. References in italics are to each Indenture. As used in each Indenture, the term "Company" means MascoTech, Inc. without reference to its consolidated subsidiaries.

GENERAL

Neither Indenture limits the amount of Subordinated Securities which may be issued thereunder. The Prospectus Supplement sets forth the following terms, where applicable, of the Subordinated Securities in respect of which this Prospectus is delivered: (1) the designation of such Subordinated Securities; (2) the aggregate principal amount of such Subordinated Securities; (3) the date or dates on which the principal of and premium, if any, on such Subordinated Securities are payable; (4) the rate or rates at which such Subordinated Securities shall bear interest or the method by which such interest may be determined, the date or dates from which such interest shall accrue, the interest payment dates on which such interest shall be

payable and the record dates for the determination of holders to whom interest is payable; (5) the place or places where the principal of, and premium, if any, and interest on such Subordinated Securities shall be payable; (6) the price or prices at which, the period or periods within which and the terms and conditions upon which such Subordinated Securities may be redeemed, in whole or in part, at the option of the Company, or at the option of a holder of such Subordinated Securities or mandatorily pursuant to any sinking, purchase or other analogous fund; (7) the right, if any, of the Company to discharge or limit the Indenture with respect to such Subordinated Securities prior to maturity; (8) the applicable initial conversion price if such Subordinated Securities are convertible into Common Stock of the Company and the dates on which, subsequent to which or until which such Subordinated Securities are convertible; and (9) such other terms of such Subordinated Securities as are not inconsistent with the provisions of the applicable Indenture. (Section 2.03)

The Subordinated Securities offered hereby will be issued only in fully registered form without coupons and, unless otherwise specified in the Prospectus Supplement, in denominations of $1,000 and any multiple thereof. No service charge will be made for any transfer or exchange of the Subordinated Securities, but the Company or the Trustees may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith. (Sections 2.05 and 2.07) Principal, premium, if any, and interest will be payable and the Subordinated Securities offered hereby will be transferable, and the Subordinated Securities which are convertible will be convertible, at the corporate trust office of the applicable Trustee in New York, New York, provided that payment of interest may be made at the option of the Company by check mailed to the address of the person entitled thereto as it appears on the registry books of the Company. (Sections 5.01 and 5.02)

Except as may be set forth in the Prospectus Supplement, the Indentures do not contain any covenants or provisions which afford holders of Subordinated Securities protection in the event of a highly leveraged transaction.

SUBORDINATION OF SUBORDINATED SECURITIES

The payment of the principal of, and premium, if any, and interest on the Subordinated Securities is subordinated in right of payment, to the extent set forth in the Indenture under which such Subordinated Securities are issued, to the prior payment in full of the principal of, and premium, if any, and interest on all "senior indebtedness", as that term is defined in such Indenture. Until such prior payment in full, no payment on account of principal, premium, if any, sinking funds, if any, or interest may be made on a series of Subordinated Securities if there shall exist a default in the payment of the principal, premium, if any, sinking funds, if any, or interest with respect to such senior indebtedness, if such series of Subordinated Securities is declared due and payable before its expressed maturity because of the occurrence of an Event of Default (see "Events of Default, Waiver and Notice" below), in the event of insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up of the Company, or if there shall exist a default under such senior indebtedness permitting the holders thereof to accelerate the maturity thereof. (Sections 4.01, 4.02 and 4.03)

Under the Junior Subordinated Securities Indenture, the term "senior indebtedness" shall mean (a) all indebtedness of the Company for money borrowed or incurred in connection with the acquisition of property, whether outstanding on the date of execution of such Indenture or thereafter created, assumed or incurred, except such indebtedness as is by its terms expressly stated to be not superior in right of payment to the Junior Subordinated Securities or to rank pari passu with the Junior Subordinated Securities and (b) any deferrals, renewals or extensions of any such senior indebtedness or debentures, notes or other evidences of indebtedness issued in exchange for such senior indebtedness. (Section 1.01)

Under the Senior Subordinated Securities Indenture, the term "senior indebtedness" means (a) all indebtedness of the Company for money borrowed or incurred in connection with the acquisition of property, whether outstanding on the date of execution of such Indenture or thereafter created, assumed or incurred, and (b) any deferrals, renewals or extensions of any such senior indebtedness, or debentures, notes or other evidences of indebtedness issued in exchange for such senior indebtedness, except that senior indebtedness under such Indenture shall not include (i) such indebtedness as is by its terms expressly stated to be not superior in right of payment to the Senior Subordinated Securities or to rank pari passu with the Senior

Subordinated Securities or (ii) any securities issued under the Junior Subordinated Securities Indenture. (Section 1.01)

Neither Indenture limits the incurrence of senior indebtedness thereunder. By reason of such subordination, in the event of insolvency, creditors of the Company (including holders of Subordinated Securities) who are not holders of senior indebtedness may recover less, ratably, than holders of senior indebtedness.

CONVERSION RIGHTS

Subordinated Securities designated as convertible ("Convertible Subordinated Securities") by the related Prospectus Supplement will be convertible into Common Stock of the Company at the time specified in the Prospectus Supplement (unless a Convertible Subordinated Security shall have been called for redemption in which case to and including but not after the business day preceding the date fixed for redemption) initially at the conversion price set forth on the cover page of the Prospectus Supplement, adjusted as set forth below. If any Convertible Subordinated Security not called for redemption is converted between a record date for the payment of interest and the next succeeding interest payment date, such Convertible Subordinated Security when delivered for conversion must be accompanied by funds equal to the interest payable to the registered holder on such interest payment date on the principal amount so converted. No other adjustments will be made upon conversion for accrued interest or dividends. (Sections 3.01 and 3.02)

The conversion price is subject to adjustment in certain events, including (a) the issuance of shares of capital stock of the Company as a dividend or a distribution with respect to its Common Stock, (b) subdivisions, combinations and reclassifications of Common Stock, (c) the issuance to all holders of Common Stock of rights or warrants entitling them (for a period not exceeding 45 days) to subscribe for shares of Common Stock at less than the current market price (as defined in the Indentures), and (d) the distribution to all holders of Common Stock of evidences of indebtedness of the Company, assets (other than cash dividends) or subscription rights or warrants (other than those referred to above). No adjustment in the conversion price will be required unless such adjustment would require a change of at least 1% in the price then in effect; provided, however, that any adjustment that would otherwise be required to be made shall be carried forward and taken into account in any subsequent adjustment. Except in these cases, the conversion price will not be adjusted for the issuance of Common Stock. (Section 3.05)

In the event of any consolidation or merger to which the Company is a party, other than a consolidation or a merger in which the Company is the continuing corporation and which does not result in any reclassification of, or change (other than a change in par value or from par value to no par value or from no par value to par value, or as a result of a subdivision or combination) in, outstanding shares of Common Stock, or in the event of any sale or conveyance to another corporation of the assets of the Company as an entirety or substantially as an entirety, then the holders of Convertible Subordinated Securities then outstanding shall have the right to convert the Convertible Subordinated Securities into the kind and amount of shares of stock and other securities and property (including cash) receivable upon such consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock issuable upon conversion of such Convertible Subordinated Securities immediately prior to such consolidation, merger, sale or conveyance. (Section 3.06)

Conversion of Convertible Subordinated Securities may be effected by delivering them to the office or agency of the Company maintained for such purpose in New York City and in such other places as the Company may determine from time to time. (Sections 3.02 and 5.02) Fractional shares of Common Stock of the Company will not be delivered upon conversion, but a cash adjustment in respect of any such fractional share will be paid. (Section 3.03)

The Company has agreed to reserve out of its authorized but unissued Common

Stock the full number of shares of Common Stock from time to time deliverable upon the conversion of Convertible Subordinated Securities. (Section 3.09)

In the event of a taxable distribution to holders of Common Stock which results in an adjustment of the conversion price, the holders of the Convertible Subordinated Securities may, in certain circumstances, be deemed to have received a distribution subject to Federal income tax as a dividend. In addition, the failure to

adjust fully the conversion price of the Convertible Subordinated Securities to reflect distributions to holders of Common Stock may result in a taxable dividend to the holders of Common Stock.

DEFEASANCE

If permitted by the terms of any series of Subordinated Securities, the Company may terminate certain of its obligations under the Indenture with respect to such series, including its obligations to comply with the restrictive covenants described herein, on the terms and subject to the conditions contained in such Indenture, by depositing in trust with the Trustee money or obligations of, or guaranteed by, the United States sufficient to pay the principal of, premium, if any, and interest, if any, on the Subordinated Securities of such series to maturity (or earlier redemption). (Section 13.01) The Prospectus Supplement sets forth the defeasance rights, if any, of the Company provided by the terms of the Subordinated Securities in respect of which this Prospectus is delivered.

EVENTS OF DEFAULT, WAIVER AND NOTICE

As to each series of Subordinated Securities, an Event of Default is defined in each Indenture as being: default for 30 days in payment of interest on the Subordinated Securities of that series; default in payment of principal or premium, if any, on the Subordinated Securities of that series when due either at maturity, upon redemption, by declaration or otherwise; default by the Company in the performance of any other of the covenants included in such Indenture (other than a covenant included in such Indenture solely for the benefit of a series of Subordinated Securities other than that series) which shall not have been remedied for a period of 90 days after notice; and certain events of bankruptcy, insolvency and reorganization of the Company. (Section 7.01) Each Indenture provides that the Trustee thereunder may withhold notice to the holders of the Subordinated Securities of any default (except in payment of principal of or premium, if any, or interest on the Subordinated Securities) if such Trustee considers it in the interest of the holders of the Subordinated Securities to do so. (Section 7.08)

Each Indenture provides that (i) if an Event of Default due to the default in the payment of principal, interest or premium on any series of Subordinated Securities or due to the default in the performance, or breach, of any covenant set forth exclusively in the terms of such series of Securities established as contemplated in each Indenture shall have occurred and be continuing, either the Trustee or the holders of 25 percent in principal amount of the Subordinated Securities of such series then outstanding under such Indenture may declare the principal of all Subordinated Securities of such series and interest accrued thereon to be due and payable immediately and (ii) if an Event of Default resulting from default in the performance of any other of the covenants or agreements in such Indenture and certain events of bankruptcy, insolvency and reorganization of the Company shall have occurred and be continuing, either the Trustee or the holders of 25 percent in principal amount of all Subordinated Securities then outstanding under such Indenture (treated as one class) may declare the principal of all Subordinated Securities issued under such Indenture and interest accrued thereon to be due and payable immediately, but upon certain conditions such declarations may be annulled and past defaults may be waived (except a continuing default in payment of principal of or interest or premium on the Subordinated Securities) by the holders of a majority in principal amount of the Subordinated Securities of such series (or of all series, as the case may be) then outstanding under such Indenture. (Section 7.01)

Under each Indenture, the holders of a majority in principal amount of the Subordinated Securities of any or all series at the time outstanding shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee thereunder. Notwithstanding the foregoing, such Trustee shall have the right to decline to follow any such direction if the Trustee is advised by counsel that the action so directed may not lawfully be taken or if the Trustee determines that such action would be unjustly prejudicial to the holders not taking part in such direction or would involve the Trustee in personal liability. (Section 7.07) Each Indenture requires the annual filing by the Company with the Trustee thereunder of a certificate as to the absence of certain defaults under such Indenture. (Section 5.05)

MODIFICATION OF THE INDENTURE

The Indenture contains provisions permitting the Company and the Trustee to modify the Indenture or any supplemental indenture without the consent of the holders of Securities for certain purposes, provided that no such modification shall adversely affect the interest of the holders of the Securities in any material respect. (Section 8.01) Each Indenture also contains provisions permitting the Company and the Trustee thereunder, with the consent of the holders of not less than 66 2/3 percent in principal amount of the Subordinated Securities at the time outstanding affected thereby (voting as a class), to modify such Indenture or any supplemental indenture or the rights of the holders of the Subordinated Securities thereunder; provided that no such modification shall (i) extend the final maturity of any Subordinated Security, or reduce the rate or extend the time of payment of interest thereon, or reduce the principal amount thereof or any premium thereon, or reduce any amount payable on redemption thereof, or make the principal of, or interest or premium on, the Subordinated Securities payable in any coin or currency other than that provided in the Subordinated Securities, or impair the right to convert Convertible Subordinated Securities into Common Stock in accordance with such Indenture, or impair or affect the right of any holder of a Subordinated Security to institute suit for the payment thereof or the right of repayment, if any, at the option of the holder, or modify any of the provisions relating to subordination of the Subordinated Securities in a manner adverse to the holders thereof without the consent of the holder of each Subordinated Security so affected, or (ii) reduce the aforesaid percentage of Subordinated Securities the consent of the holders of which is required for any such modification without the consent of the holders of each Subordinated Security affected. (Section 11.02)

SUCCESSOR CORPORATION

Under the terms of each Indenture, the Company may consolidate or merge or sell all or substantially all of its assets if (a) the Company is the continuing corporation or if the Company is not the continuing corporation, such continuing corporation is organized and existing under the laws of the United States of America or any state or territory thereof or the District of Columbia and assumes by supplemental indenture the due and punctual payment of the principal of, and the premium, if any, and interest on the Subordinated Securities and the due and punctual performance and observance of all of the covenants and conditions of such Indenture to be performed by the Company and (b) the Company or such continuing corporation is not in default in the performance of any such covenant or condition immediately after such merger, consolidation or sale of assets. (Article Twelve)

CONCERNING THE TRUSTEE

The Trustees are depositories for funds of, make loans to and perform other services for the Company from time to time in the normal course of business.

DESCRIPTION OF PREFERRED STOCK

GENERAL

The Company is authorized to issue 25 million shares of Preferred Stock, 1,000,000 shares of which are outstanding. The Board of Directors is authorized to issue Preferred Stock in one or more series and to determine the voting powers (if any), designation, preferences and relative rights and qualifications, limitations or restrictions thereof, for each series of Preferred Stock that may be issued and to fix the number of shares of each series without further action by the stockholders, unless action is required by applicable laws or regulations or by the terms of outstanding Preferred Stock. The Prospectus Supplement sets forth the particular designation, preferences and rights of any series of Preferred Stock in respect of which this Prospectus is delivered. As of the date of this Prospectus, the Company has outstanding 1,000,000 shares of 10% Exchangeable Preferred Stock, $1 par value (the "10% Preferred Stock"). The 10% Preferred Stock has a liquidation value of $100 per share. See "Existing Preferred Stock".

The rights of holders of the Preferred Stock offered hereby will be subject to, and may be adversely affected by, the rights of holders of any Preferred Stock that may be issued in the future. Shares of Preferred

Stock issued by the Company may have the effect, under certain circumstances, alone or in combination with certain other provisions of the Company's Restated Certificate of Incorporation, of rendering more difficult or discouraging an acquisition of the Company deemed undesirable by the Board of Directors.

EXISTING PREFERRED STOCK

The 10% Preferred Stock ranks prior to the Common Stock as to payment of dividends and amounts payable on liquidation. The shares of 10% Preferred Stock are fully paid and nonassessable, are not convertible into Common Stock of the Company and have no preemptive rights. The following summary does not purport to be complete and is qualified by the Company's Restated Certificate of Incorporation and by a Certificate of the Powers, Designations, Preferences and Rights of the 10% Preferred Stock.

Dividends. Holders of the shares of 10% Preferred Stock are entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, cumulative cash dividends of $10.00 per share per annum, payable on January 1, April 1, July 1 and October 1 (each a "Dividend Payment Date") of each year. Holders of shares of this series are entitled to receive such dividends in preference to and in priority over dividends upon the Company's Common Stock and any Preferred Stock that may be issued in the future that is expressly junior to the 10% Preferred Stock as to dividends or as to the distribution of assets on any liquidation, dissolution or winding-up of the Company or as to both dividends and distributions (the "Junior Shares"), but subject to the rights of holders of any Preferred Stock that may be issued in the future having a preference and a priority over the payment of dividends on the shares of the 10% Preferred Stock. If at any time the Company has failed to pay accrued dividends on any shares of the 10% Preferred Stock or any other Preferred Stock ranking on a parity both as to dividends and as to the distribution of assets on any liquidation, dissolution or winding-up of the Company with the 10% Preferred Stock (the "Parity Shares") at the time such dividends are payable, the Company may not (i) declare or pay any dividend on the Common Stock or any Junior Shares or redeem or otherwise repurchase or retire any shares of Common Stock or make any distribution in respect thereof (other than in Common Stock or Junior Shares), (ii) purchase any shares of 10% Preferred Stock or any Parity Shares (except for a consideration payable in Common Stock or Junior Shares) or redeem fewer than all of the shares of 10% Preferred Stock or Parity Shares then outstanding, or (iii) permit any corporation or entity directly or indirectly controlled by the Company to purchase any Common Stock, Junior Shares, shares of 10% Preferred Stock or Parity Shares, unless all dividends accrued and payable but unpaid on all outstanding shares of 10% Preferred Stock and all Parity Shares have been, or contemporaneously are, declared and paid in full or declared and a sum sufficient for the payment thereof set aside. Unless and until all dividends accrued and payable but unpaid on shares of the 10% Preferred Stock and all Parity Shares at the time outstanding have been paid in full, all dividends declared by the Company upon shares of the 10% Preferred Stock or Parity Shares shall be declared pro rata with respect to all shares of the 10% Preferred Stock and all Parity Shares then outstanding, so that the amounts of any dividends declared on shares of the 10% Preferred Stock and such Parity Shares shall in all cases bear to each other the same ratio that, at the time of such declaration, all accrued and payable but unpaid dividends on shares of the 10% Preferred Stock and such Parity Shares, respectively, bear to each other.

Optional Redemption in Cash. The 10% Preferred Stock is not subject to any mandatory redemption or sinking fund provision. The 10% Preferred Stock is redeemable at the option of the Company in whole or in part upon not less than 30 days' nor more than 60 days' notice, in cash at $100 per share, plus an amount equal to the dividends accrued and unpaid thereon to, but excluding, the date for redemption.

Exchange. The 10% Preferred Stock is redeemable at the option of the Company in whole or in part upon not less than 30 days' nor more than 60 days' notice, through the issuance, in redemption of and in exchange for shares of 10% Preferred Stock, of the Company's Subordinated Debentures due the earlier of ten years from the date of issuance or March 31, 2008.

The Company's Subordinated Debentures (the "Subordinated Debentures") shall be issued in series with the interest on each series being a rate per annum that is 400 basis points over the Treasury Rate for the week preceding the week in which the notice of redemption and exchange is given to holders of the 10% Preferred Stock and shall rank junior to the Company's Senior Debt. The holders of the Subordinated Debentures may

accelerate the payment of principal and interest thereon upon an Event of Default. The Subordinated Debentures may be redeemed for cash (i) in whole or in part at the option of the Company, or (ii) at the option of the holder upon the occurrence of certain events constituting a change of control as set forth in the Company's form of Subordinated Debenture (a copy of which is on file with the Secretary of the Company). Unless otherwise defined herein, all capitalized terms in this paragraph shall have the meanings set forth in the Company's form of Subordinated Debenture.

Liquidation Rights. In the event of liquidation, dissolution or winding-up of the Company, the holders of shares of 10% Preferred Stock will be entitled to receive out of the assets of the Company available for distribution to stockholders, before any distribution is made to holders of Junior Shares or Common Stock, liquidating distributions in the amount of $100 per share, plus the amount per share of any dividends accrued thereon and remaining unpaid at the date of such distribution, but the holders of shares of 10% Preferred Stock will not be entitled to receive the liquidation price of such shares until the liquidation preference of any other shares of the Company's capital stock ranking senior to the 10% Preferred Stock as to rights upon liquidation, dissolution or winding-up shall have been paid (or a sum set aside therefor sufficient to provide payment) in full. If upon any liquidation, dissolution or winding-up of the Company, the amounts payable with respect to the 10% Preferred Stock and any Parity Shares are not paid in full, the holders of the 10% Preferred Stock and of such Parity Shares will share ratably in any such distribution in proportion to the full respective preferential amounts to which they are entitled. Upon payment in full of the liquidation price to which the holders of shares of 10% Preferred Stock are entitled, the holders of shares of 10% Preferred Stock will not be entitled to any further participation in any distribution of assets by the Company.

Voting Rights. Holders of 10% Preferred Stock do not have any voting rights except as set forth below or as otherwise provided by law or the Restated Certificate of Incorporation of the Company. Whenever dividends on 10% Preferred Stock shall be in arrears and unpaid in an aggregate amount of dividends payable thereon for six quarterly dividend periods, the holders of shares of 10% Preferred Stock (voting separately as a class with holders of all other series of Preferred Stock upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of two Directors of the Company, such Directors to be in addition to the number of Directors constituting the Board of Directors immediately prior to the accrual of such right. Such right shall, when vested, continue until all dividends in default on the shares of 10% Preferred Stock shall have been paid in full and, when so paid, such right of the holders of shares of 10% Preferred Stock shall cease. The term of office of all Directors elected by the holders of 10% Preferred Stock and such other series shall terminate on the earlier of (i) the next annual meeting of stockholders at which a successor shall have been elected and qualified or (ii) the termination of the right of holders of 10% Preferred Stock and such other series to vote for such Directors.

PLAN OF DISTRIBUTION

The Company may sell the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock and Common Stock being offered hereby in any of four ways: (i) directly to purchasers, (ii) through agents, (iii) through underwriters and (iv) through dealers.

Offers to purchase Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock may be solicited directly by the Company or by agents designated by the Company from time to time. Any such agent, who may be deemed to be an underwriter as that term is defined in the Securities Act of 1933, involved in the offer or sale of the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock in respect of which this Prospectus is delivered is named, and any commissions payable by the Company to such agent are set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any such agent will be acting on a best efforts basis for the period of its appointment (ordinarily five business days or less). Agents may be customers of, engage in transactions with or perform services for, the Company in the ordinary course of business.

If an underwriter or underwriters are utilized in the sale, the Company will execute an underwriting agreement with such underwriters at the time of sale to them, and the names of the underwriters and the terms of the transaction are set forth in the Prospectus Supplement, which will be used by the underwriters to make

resales of the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock in respect of which this Prospectus is delivered to the public.

If a dealer is utilized in the sale of the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock in respect of which this Prospectus is delivered, the Company will sell such Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock to the dealer, as principal. The dealer may then resell such Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock to the public at varying prices to be determined by such dealer at the time of resale.

Agents, underwriters and dealers may be entitled under the relevant agreements to indemnification by the Company against certain liabilities, including liabilities under the Securities Act of 1933.

If so indicated in the Prospectus Supplement, the Company will authorize agents and underwriters to solicit offers by certain institutions to purchase Subordinated Securities from the Company at the public offering price set forth in the Prospectus Supplement pursuant to Delayed Delivery Contracts ("Contracts") providing for payment and delivery on the date stated in the Prospectus Supplement. Each Contract will be for an amount not less than, and unless the Company otherwise agrees the aggregate principal amount of Subordinated Securities sold pursuant to Contracts shall be not less nor more than, the respective amounts stated in the Prospectus Supplement. Institutions with whom Contracts, when authorized, may be made include commercial and savings banks, insurance companies, pension funds, investment companies, educational and charitable institutions and other institutions but shall in all cases be subject to the approval of the Company. Contracts will not be subject to any conditions except that the purchase by an institution of the Subordinated Securities covered by its Contract shall not at the time of delivery be prohibited under the laws of any jurisdiction in the United States to which such institution is subject. A commission indicated in the Prospectus Supplement will be paid to underwriters and agents soliciting purchases of Subordinated Securities pursuant to Contracts accepted by the Company.

The place and time of delivery for the Subordinated Securities, Preferred Stock, Depositary Shares representing Preferred Stock or Common Stock in respect of which this Prospectus is delivered are set forth in the Prospectus Supplement.

LEGAL OPINIONS

The legality of the Subordinated Securities, Preferred Stock and Common Stock in respect of which this Prospectus is being delivered will be passed on for the Company by John R. Leekley, General Counsel of the Company, and for the Underwriters, if any, by Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017. Mr. Leekley is a Vice President and the General Counsel of Masco Corporation, a Delaware corporation which owns approximately 35 percent of the Company's outstanding Common Stock, is a stockholder of the Company and of Masco Corporation and is a holder of options to purchase common stock of Masco Corporation. Davis Polk & Wardwell performs legal services from time to time for the Company and certain related companies.

EXPERTS

The consolidated financial statements and schedules of MascoTech, Inc. and the consolidated financial statements and schedules of TriMas Corporation appearing in the Company's most recent Annual Report on Form 10-K and in the Company's Current Report on Form 8-K dated February 1, 1993, have been audited by Coopers & Lybrand, independent accountants, as set forth in their reports appearing therein. The consolidated financial statements of Emco Limited appearing in the Company's Current Report on Form 8-K dated February 1, 1993 have been audited by Peat Marwick Thorne, independent accountants, as set forth in their report appearing therein. The consolidated financial statements and schedules referred to in this paragraph are incorporated herein by reference in reliance upon such reports and upon the authority of such firms as experts in accounting and auditing.

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TABLE OF CONTENTS

<TABLE>
<CAPTION>

PAGE

<S> <C>

PROSPECTUS SUPPLEMENT	
Prospectus Supplement Summary........	S-3
Use of Proceeds......................	S-6
Price Range of Common Stock and Dividend Policy....................	S-6
Capitalization.......................	S-7
Selected Financial Data..............	S-8
Unaudited Pro Forma Consolidated Condensed Financial Information....	S-10
Description of Debentures............	S-15
Underwriting.........................	S-17
Experts..............................	S-18
PROSPECTUS	
Available Information................	2
Incorporation of Certain Documents by Reference..........................	2
The Company..........................	3
Use of Proceeds......................	3
Description of Subordinated Securities.........................	3
Description of Preferred Stock.......	7
Plan of Distribution.................	9
Legal Opinions.......................	10
Experts..............................	10

</TABLE>

$300,000,000

MASCOTECH, INC.

4 1/2% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2003

PROSPECTUS SUPPLEMENT
DATED JANUARY 13, 1994

[LOGO]
SMITH BARNEY SHEARSON INC.
PAINEWEBBER INCORPORATED
PRUDENTIAL SECURITIES INCORPORATED
SALOMON BROTHERS INC
