



**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C 20549

FORM 10-K

(Mark One)

**[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 1996

**[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission file number 1-11240

MAFCO CONSOLIDATED GROUP INC.

(Exact name of registrant as specified in its charter)

DELAWARE 02-042104

(State or other jurisdiction of
incorporation or organization)

(I R S. Employer
identification No)

35 EAST 62ND STREET, NEW YORK, NY
(Address of principal executive offices)

10021
(Zip code)

Registrant's telephone number, including area code: (212) 572-8600

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT.

TITLE OF EACH CLASS
Common Stock, \$.01 par value

NAME OF EACH EXCHANGE
ON WHICH REGISTERED
New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes [] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not
SCF-ABEX-3301