MANOOGIAN RICHARD A

Form 4 February 14, 2006

FORM 4

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

SECURITIES

OMB 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

Common

Stock

02/12/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * MANOOGIAN RICHARD A			2. Issuer Name and Ticker or Trading Symbol MASCO CORP /DE/ [MAS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of	Earliest Tr	ansaction					
21001 VAN	BORN ROAD		(Month/D 02/12/20	•		_X_ Direct _X_ Office below)	or 109 r (give title Oth below) Chairman & CEO	6 Owner er (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
TAYLOR, MI 48180			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Dispo	sed of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Code V Amount

4,926

 $F_{\underline{(1)}}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Reported

Transaction(s) (Instr. 3 and 4)

4,654,702

D

(A)

(D)

D

Price

29.85

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	ctor 10% Owner Officer		Other			
MANOOGIAN RICHARD A 21001 VAN BORN ROAD TAYLOR, MI 48180	X		Chairman & CEO				

Signatures

Richard A.

Manoogian 02/14/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares used to satisfy tax withholding obligation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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