MASCO CORP /DE/ Form 4 May 11, 2006

FORM 4

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

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

Estimated average burden hours per

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EARLEY ANTHONY F JR			2. Issuer Symbol	Name and	Ticker or	Γradin	g	5. Relationship of Reporting Person(s) to Issuer			
			MASCO CORP /DE/ [MAS]					(Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction								
			(Month/Day/Year)					_X_ Director	10%	6 Owner	
2000 SECOND AVE., ROOM 2408WCB			05/09/2006					Officer (giv below)	ve titleOth below)	er (specify	
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
DETROIT, I	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	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	e 2A. Dee	med	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	on Date, if	Transactio	onAcquired	l (A) c	or	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code Disposed of (D)))	Beneficially	Beneficial		
G.		(Month/	Day/Year)	(Instr. 8) Code V	(Instr. 3,	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	05/09/2006			A	1,690	A	<u>(1)</u>	8,610	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

Edgar Filing: MASCO CORP /DE/ - Form 4

1. Tit Deriv (Instr	ative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8			onof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		ate	7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
	-Employee ctor Stock on	\$ 32.65	05/09/2006		A		8,000		(2)	05/09/2016	Common Stock	8,00

Reporting Owners

Director	1007 Oxyman		
	10% Owner	Officer	Other
X			

Signatures

Eugene A. Gargaro, Jr. by Power of Attorney 05/11/2006

**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) N/A
- (2) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 05/09/2007.
- (3) Grant of option under Masco Corporation 1997 Non-Employee Directors Stock Plan, in transactions exempt under Rule 16b-3.

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.

Reporting Owners 2