Edgar Filing: MASCO CORP /DE/ - Form 4

MASCO CO Form 4	RP /DE/									
July 28, 2006	5									
FORM	14								PPROVAL	
	UNITED	STATES		RITIES Ishingtoi			E COMMISSIO	N OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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								
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> WADHAMS TIMOTHY			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) (1	Middle)	3. Date of	of Earliest '	Fransaction	1	(Chi	eek an applicabl	()	
21001 VAN BORN ROAD			(Month/Day/Year) 07/26/2006			Director 10% Owner X Officer (give title Other (specify below) Sr. V.P. & CFO				
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
TAYLOR, N	AI 48180						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Secur onAcquire Dispose (Instr. 3)	(A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Deminder Dem	ort on a separate line	for each a	nes of see	urities har	aficially	uned directly	or indirectly			
Kennider: Kep	or on a separate line	TOT CACH CI	ass 01 sec	unities bell	Pers infor requ	ons who re mation con ired to resp ays a curre	spond to the collectation to the collectation the collectation of	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Di (D)	uired (A sposed :. 3, 4, 5)	-				
				Code V	/ (A	x) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 26.6	07/26/2006		А	85,0	000		<u>(1)</u>	07/26/2016	Common Stock	85,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
WADHAMS TIMOTHY 21001 VAN BORN ROAD TAYLOR, MI 48180			Sr. V.P. & CFO				

Signatures

Timothy Wadhams	07/28/2006			
<u>**</u> 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) The foregoing option is exercisable in annual installments 20% one year from the date of grant and 20% annually thereafter for 4 years.
- (2) Grant of option under Masco Corporation 2005 Long Term Stock Incentive Plan, in transactions exempt under Rule 16 b-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.