MASCO CORP/DE/

Form 4 May 07, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

05/03/2007

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

See Instruction

LEEKLEY	JOHN R	· <del>-</del>	Symbol		P/DE/[M/		_	uer		`,		
(Last)	(First)	(Middle)	3. Date	of Earliest	Transaction	]			all applicable)			
21001 VA	N BORN ROAD		(Month/ 05/03/2	Day/Year) 2007				Director X Officer (give tirow) Sr. V.P. &		Owner (specify sel		
	(Street)		4. If Am	endment, I	Date Origina	l	6. 1	6. Individual or Joint/Group Filing(Check				
TAYLOR,	, MI 48180		Filed(Mo	onth/Day/Ye	ear)		_X	plicable Line) _ Form filed by One _ Form filed by Moreson				
		(7°)					Per	SON				
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivative	Securi	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day	Date, if	3. Transactic Code (Instr. 8)	orDisposed of (Instr. 3, 4	of (D) 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)		
Common Stock	05/03/2007			M	Amount 220,000	(D)	Price \$ 19.5	428,755	D			
Common Stock	05/03/2007			M	44,759	A	\$ 26.1401	473,514	D			
Common Stock	05/03/2007			F	88,137	D	\$ 29.982	385,377	D			
Common Stock	05/03/2007			F(1)	32,247	D	\$ 29.982	353,130	D			

S

176

D

\$ 29.9

352,954

D

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Common Stock	05/03/2007	S	353	D	\$ 29.91	352,601	D
Common Stock	05/03/2007	S	412	D	\$ 29.92	352,189	D
Common Stock	05/03/2007	S	1,146	D	\$ 29.93	351,043	D
Common Stock	05/03/2007	S	323	D	\$ 29.94	350,720	D
Common Stock	05/03/2007	S	2,352	D	\$ 29.95	348,368	D
Common Stock	05/03/2007	S	5,497	D	\$ 29.96	342,871	D
Common Stock	05/03/2007	S	5,321	D	\$ 29.97	337,550	D
Common Stock	05/03/2007	S	4,792	D	\$ 29.98	332,758	D
Common Stock	05/03/2007	S	4,851	D	\$ 29.99	327,907	D
Common Stock	05/03/2007	S	12,187	D	\$ 30	315,720	D
Common Stock	05/03/2007	S	1,734	D	\$ 30.01	313,986	D
Common Stock	05/03/2007	S	529	D	\$ 30.02	313,457	D
Common Stock	05/03/2007	S	1,617	D	\$ 30.03	311,840	D
Common Stock	05/03/2007	S	911	D	\$ 30.04	310,929	D
Common Stock	05/03/2007	S	235	D	\$ 30.05	310,694	D

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

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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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option	\$ 19.5	05/03/2007	M			220,000	(2)	05/21/2007	Common Stock	220,0
Employee Stock Option	\$ 26.1401	05/03/2007	М			44,759	08/21/2002	05/21/2007	Common Stock	44,75

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEEKLEY JOHN R 21001 VAN BORN ROAD TAYLOR, MI 48180

Sr. V.P. & General Counsel

**Signatures** 

Eugene A. Gargaro, Jr. by Power of Attorney 05/07/2007

\*\*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.
- (2) This option was exercisable in cumulative annual installments of 28,000 shares on May 21, 1999 through 2004, with the balance exercisable on May 21, 2005.
- (3) Grant of option under Masco Corporation 1991 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.

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