Edgar Filing: MASCO CORP /DE/ - Form 4

| MASCO CO | DRP /DE/ | | | | | | | | | |
|---|---|------------|---------------------------------------|--------------------------------|----------------|-------------|--|--------------------------|--|--|
| Form 4 | | | | | | | | | | |
| May 18, 200 |)7 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | OMB AF | OMB APPROVAL | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMMISSION | OMB Number: | 3235-0287 | |
| Check this box | | | | | | | | Expires: | January 31, | |
| if no lon subject t | | MENT OF | CHANGES 1 | IN BENEFI | CIAI | L OWN | ERSHIP OF | OF Estimated average 200 | | |
| Section | | SECURITIES | | | | | | burden hours per | | |
| Form 4 o | | | | | | | | response | 0.5 | |
| Form 5 obligatio | . | | ection 16(a) of | | | U | | | | |
| may con | | | • | • | • • | | 1935 or Section | 1 | | |
| <i>See</i> Instr 1(b). | | 30(h) o | f the Investme | ent Company | y Act | of 1940 |) | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person * 2. Issuer Na MANOOGIAN RICHARD A Symbol | | | | and there are the set that the | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | MASCO CORP /DE/ [MAS] | | | | (Check all applicable) | | | |
| (Last) | (First) (| (Middle) 3 | 3. Date of Earlies | t Transaction | | | (Cheer | t all applicable |) | |
| 21001 VAN BORN ROAD | | | (Month/Day/Year) | | | - | X_ Director10% Owner | | | |
| | | | 05/17/2007 | | | | XOfficer (give titleOther (specify below) below) | | | |
| | | | | | | · | / | rman & CEO | | |
| | (Street) | 4 | I. If Amendment | , Date Original | | (| 6. Individual or Joi | int/Group Filin | g(Check | |
| | | | Filed(Month/Day/Year) | | | | Applicable Line) | | | |
| | | | | | | - | _X_ Form filed by O | | | |
| TAYLOR, | MI 48180 | | | | | - | Form filed by M Person | ore than One Re | porting | |
| (City) | (State) | (Zip) | Table I - No | n-Derivative S | Securit | ies Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | · · · · · · · · · · · · · · · · · · · | | |)) | 5. Amount of Securities Beneficially | Ownership Indire | 7. Nature of Indirect Beneficial | |
| (111501.5) | | (Month/Day | | | and <i>J</i>) | | Owned | Direct (D) | Ownership | |
| | | | | | | | Following | or Indirect | (Instr. 4) | |
| | | | | | (A) | | Reported Transaction(s) | (I) (Instr. 4) | | |
| | | | a i | T T A | or | D. | (Instr. 3 and 4) | (111501.4) | | |
| Common | | | Code | V Amount | (D) | Price \$ | | | | |
| Common Stock | 05/17/2007 | | М | 403,866 | А | ъ 28.97 | 6,023,993 | 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.

 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|--------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Employee Stock Option | \$ 28.97 | 05/17/2007 | | М | 403,866 | 09/05/2002 | 05/21/2007 | Common Stock | 403,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|----------------|-------|--|--|--|
| reporting of the read of the | Director | 10% Owner | Officer | Other | | | |
| MANOOGIAN RICHARD A 21001 VAN BORN ROAD TAYLOR, MI 48180 | Х | | Chairman & CEO | | | | |
| Signatures | | | | | | | |
| Eugene A. Gargaro, Jr. by Pow | er of | 0 | 5/18/2007 | | | | |

Attorney

**Signature of Reporting Person

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).

Date

(1) 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.