Edgar Filing: MASCO CORP /DE/ - Form 4

MASCO C	ORP /DE/									
Form 4 May 14, 20	08									
FORM	ЛЛ							PPROVAL		
	UNITED			AND EXCH 1, D.C. 20549		E COMMISSION	OMB Number:	3235-0287		
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.									
(Print or Type	Responses)									
1. Name and DeMarie D	Symbol		d Ticker or Trac /DE/ [MAS]	ling	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (A	Middle) 3. Date	of Earliest T	Transaction		(Check all applicable)				
21001 VA		(Month/Day/Year) 05/12/2008			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President & COO					
	(Street)		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,	MI 48180					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Secu	urities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	ate, if TransactionAcquired (A) or Code Disposed of (D) (Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		D) 15)	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)		
Reminder: Re	port on a separate line	e for each class of se	curities bene	ficially owned of Persons v	lirectly who res	spond to the colle		SEC 1474		
				required t	o resp	tained in this form ond unless the for ntly valid OMB cor	'n	(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		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 18.58	05/12/2008		А		391,000		<u>(1)</u>	05/12/2018	Common Stock	391,00

Reporting Owners

Reporting Owner Name / Address				
	Director 10% Owner		Officer	Other
DeMarie Donald J Jr 21001 VAN BORN ROAD TAYLOR, MI 48180			Executive Vice President & COO	
Signatures				
Eugene A. Gargaro, Jr. by Power of Attorney			5/14/2008	

**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 cumulatively in annual installments of 20% commencing 05/12/2009.

(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.