Edgar Filing: MASCO CORP /DE/ - Form 4

					PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287		
				Expires:	January 31,		
OF CHANGES IN B	BENEFICIA	L OWN	VERSHIP OF		2005 average		
SECURI	TIES			burden hou	0		
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i) of the Investment (Company Act	t of 1940	0				
2. Issuer Name and 7	Ficker or Tradin	ıg	5. Relationship of	Reporting Per	son(s) to		
Symbol			Issuer				
MASCO CORP /I	DE/ [MAS]		(Chec	k all applicable	a)		
3. Date of Earliest Tra	nsaction		(Cliec	k all applicable	-)		
(Month/Day/Year)			X Director	10%	6 Owner		
05/13/2008			Officer (give below)	titleOth below)	er (specify		
4. If Amendment, Date	e Original		6. Individual or Jo	oint/Group Fili	ng(Check		
Filed(Month/Day/Year)			Applicable Line)				
Table I - Non-De	erivative Securi	ties Acqu	iired, Disposed of	f, or Beneficial	lly Owned		
eemed 3.	4. Securities	4	5. Amount of	6. Ownership	7. Nature of		
	· · ·				Indirect		
	· ·		•	· /	Beneficial Ownership		
(Inst. 6)	(IIIsti: 5, 4 and				(Instr. 4)		
	(A)						
	or						
Code V	Amount (D)	Price	(insu. 5 allu 4)				
А	2.160 A	(1)	29.610	D			
	Washington, I OF CHANGES IN E SECURI Section 16(a) of the e Public Utility Holdi a) of the Investment O 2. Issuer Name and T Symbol MASCO CORP /I 3. Date of Earliest Tra (Month/Day/Year) 05/13/2008 4. If Amendment, Date Filed(Month/Day/Year) Code 1 Month/Day/Year) (Instr. 8)	Washington, D.C. 20549 OF CHANGES IN BENEFICIA SECURITIES D Section 16(a) of the Securities E: e Public Utility Holding Company (a) of the Investment Company Action (b) of the Investment Company Action (c) Symbol 2. Issuer Name and Ticker or Tradim Symbol MASCO CORP /DE/ [MAS] 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2008 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities tion Date, if TransactionAcquired (A) of Code Disposed of (E) h/Day/Year) (Instr. 8) (Instr. 3, 4 and	Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange e Public Utility Holding Company Act of n) of the Investment Company Act of 1944 2. Issuer Name and Ticker or Trading Symbol MASCO CORP /DE/ [MAS] 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2008 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquing Code Disposed of (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) (A) (A) (A)	Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES a) Section 16(a) of the Securities Exchange Act of 1934, e Public Utility Holding Company Act of 1935 or Section a) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Issuer MASCO CORP /DE/ [MAS] (Check 3. Date of Earliest Transaction (Month/Day/Year) 0.5/13/2008 -X_ Director delow 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Jo Applicable Line) .X_ Form filed by Nerson .X_ Form filed by Nerson Table I - Non-Derivative Securities Acquired, Disposed of (D) eemed 3. 4. Securities filed (Month/Day/Year) 5. Amount of Securities Form filed by Nerson Code Disposed of (D) bh/Day/Year) (Instr. 3) (Instr. 3, 4 and 5) or (A) or (Instr. 3 and 4)	2S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Estimated a burden houresponse D Section 16(a) of the Securities Exchange Act of 1934, e Public Utility Holding Company Act of 1935 or Section n) of the Investment Company Act of 1940 Feporting Per Issuer 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Per Issuer 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable officer (give title below) 109 Officer (give title 0 officer (give title below) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filin Applicable Line) 		

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. Transactio Code (Instr. 8)	Transaction of DerivativeExpiration DateCodeSecurities(Month/Day/Year)		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	
Non-Employee Director Stock Option	\$ 18.52	05/13/2008		A	8,000	(2)	05/13/2018	Common Stock	8,00	

Reporting Owners

Reporting Owner Name / Address				
I S S S S S S S S S S S S S S S S S S S	Director	10% Owner	Officer	Other
DENOMME THOMAS G 1233 VAUGHAN RD. BLOOMFIELD HILLS, MI 48304	Х			
Signatures				
John R. Leekley by Power of Attorney		05/15/2008		
<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) N/A

- (2) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 05/13/2009.
- (3) Grant of option under Masco Corporation Non-Employee Directors Equity Program, 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.