

Greenwood Charles F
 Form 3
 December 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Greenwood Charles F | | (Month/Day/Year) | MASCO CORP /DE/ [MAS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/01/2008 | | |
| 21001 VAN BORN RD. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| TAYLOR,Â MIÂ 48180 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | VP-Human Resources | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 42,503 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------------|--------------|------------|--------------|--------|----------|-------------------|---|
| Employee Stock Option | 12/10/2007 | 12/10/2012 | Common Stock | 3,080 | \$ 19.5 | D | Â |
| Employee Restoration Stock Option | 02/14/2004 | 02/16/2010 | Common Stock | 12,548 | \$ 24.9 | D | Â |
| Employee Stock Option | 10/29/2008 | 10/29/2013 | Common Stock | 12,000 | \$ 27.5 | D | Â |
| Employee Restoration Stock Option | 08/28/2004 | 02/16/2010 | Common Stock | 3,808 | \$ 28 | D | Â |
| Employee Restoration Stock Option | 08/28/2004 | 12/10/2012 | Common Stock | 2,145 | \$ 28 | D | Â |
| Employee Stock Option | Â <u>(1)</u> | 07/29/2014 | Common Stock | 12,000 | \$ 30 | D | Â |
| Employee Stock Option | Â <u>(2)</u> | 05/09/2015 | Common Stock | 12,500 | \$ 30.75 | D | Â |
| Employee Restoration Stock Option | 01/13/2006 | 02/16/2010 | Common Stock | 3,317 | \$ 32.15 | D | Â |
| Employee Restoration Stock Option | 07/04/2006 | 12/10/2012 | Common Stock | 3,884 | \$ 30.92 | D | Â |
| Employee Stock Option | Â <u>(3)</u> | 07/26/2016 | Common Stock | 14,000 | \$ 26.6 | D | Â |
| Employee Restoration Stock Option | 11/04/2007 | 12/10/2012 | Common Stock | 2,002 | \$ 30 | D | Â |
| Employee Stock Option | Â <u>(4)</u> | 05/07/2017 | Common Stock | 20,000 | \$ 30.71 | D | Â |
| Employee Stock Option | Â <u>(5)</u> | 05/24/2017 | Common Stock | 36,000 | \$ 30.4 | D | Â |
| Employee Stock Option | Â <u>(6)</u> | 05/12/2018 | Common Stock | 61,000 | \$ 18.58 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Greenwood Charles F 21001 VAN BORN RD. TAYLOR, MI 48180 | Â | Â | Â VP-Human Resources | Â |

Signatures

Carolyn M. Christian by Power of Attorney
12/10/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option is exercisable in cumulative annual installments of 2,400 shares commencing July 29, 2005
- (2) This option is exercisable in cumulative annual installments of 2,500 shares commencing May 9, 2006
- (3) This option is exercisable in cumulative annual installments of 2,800 shares commencing July 26, 2007
- (4) This option is exercisable in cumulative annual installments of 4,000 shares commencing May 7, 2008
- (5) This option is exercisable in cumulative annual installments of 7,200 shares commencing May 24, 2008
- (6) This option is exercisable in cumulative annual installments of 12,200 shares commencing May 12, 2009

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24-PowerÂ ofÂ Attorney

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.