DeMarie Donald J Jr Form 4/A January 16, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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

Check this box

Form 5 obligations may continue. See Instruction

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)

01/14/2009

Stock

1(b).

1. Name and Address of Reporting Person * DeMarie Donald J Jr			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer					
				MASCO CORP /DE/ [MAS] 3. Date of Earliest Transaction					(Check all applicable)				
(Last)	(First)	(Middle)			ansaction								
21001 VAN	(Month/Day/Year) 01/14/2009					Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President & COO							
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
			Filed(Mon	Filed(Month/Day/Year)					Applicable Line)				
TAYLOR, MI 48180			01/16/2009					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned			
1.Title of	2. Transaction Da	ate 2A. Dee	emed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of			
Security	ecurity (Month/Day/Year) Execution		on Date, if	Transaction(A) or Disposed of (D)			d of (D)	Securities	Form: Direct	Indirect			
(Instr. 3) any			Code		4 and	5)	Beneficially	(D) or	Beneficial				
		(Month/	Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership			
Common				Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common	01/14/2000			$\mathbf{E}(1)$	2 176	D	φ	250.038	D				

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

 $F_{\underline{(1)}}$

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.

SEC 1474

(9-02)

259,038

D

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

3,176 D

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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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeMarie Donald J Jr 21001 VAN BORN RD. TAYLOR, MI 48180

Executive Vice President & COO

Signatures

Carolyn M. Christian by Power of Attorney 01/16/2009

**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.

Remarks:

Amendment - Attaching Proper Power of Attorney

Exhibit List: Exhibit 24-Power of 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.

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