Edgar Filing: MASCO CORP /DE/ - Form 4

MASCO COI	RP /DE/									
Form 4										
May 14, 2009)									
FORM	4								PPROVAL	
	UNITED S	TATES SECUE Was	RITIES Al shington, 1			NGE	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or	GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31, 2005Estimated averageburden hours per response0.5				
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a)	uant to Section 1) of the Public U 30(h) of the In	tility Hold	ing Com	pany	Act o	of 1935 or Sectio	n		
(Print or Type R	esponses)									
1. Name and Ac DENOMME	Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3. Date of			f Earliest Transaction				(Check all applicable)			
(Month/D 1233 VAUGHAN RD. 05/12/20 (Street) 4. If Amer			(Month/Day/Year) 05/12/2009 4. If Amendment, Date Original Filed(Month/Day/Year)				X_ Director10% Owner Officer (give titleOther (specify below) below)			
							 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
BLOOMFIE	LD HILLS, MI 4	8304					Form filed by M Person	Aore than One Ro	eporting	
(City)	(State) (Z	Zip) Tabl	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Elementically Owned	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/12/2009		Code V A	Amount 3,990	or (D) A	Price (<u>1)</u>	(Instr. 3 and 4)	D		
SIUCK										

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Employee Director Stock Option	\$ 10.02	05/12/2009		А	8,000	(2)	05/12/2019	Common Stock	8,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENOMME THOMAS G 1233 VAUGHAN RD. BLOOMFIELD HILLS, MI 48304	Х			
Signatures				
Carolyn M. Christian, by Power of Attorney		05/14/2	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) N/A
- (2) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 05/12/2010.
- (3) Grant of option under Masco Corporation Non-Employee Directors Equity Program, in transactions exempt under Rule 16 b-3.

Remarks:

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.