

MASCO CORP /DE/  
Form 8-K  
February 08, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) February 6, 2007**

**Masco Corporation**

(Exact name of Registrant as Specified in Charter)

**Delaware**

**1-5794**

**38-1794485**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**21001 Van Born Road, Taylor, Michigan**

**48180**

(Address of Principal Executive Offices)

(Zip Code)

**(313) 274-7400**

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

- (a) On February 6, 2007, the Board of Directors amended Masco's Bylaws to provide for majority voting for the election of Directors in uncontested elections.

A copy of Masco's Bylaws is being filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference in its entirety.

The press release announcing the Bylaw amendment is attached hereto as Exhibit 99 and is incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits

3.1 Bylaws of Masco Corporation (as Amended and Restated February 6, 2007)

99 Press release of Masco Corporation dated February 7, 2007, announcing Bylaw amendments.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MASCO CORPORATION

By: /s/ Timothy Wadhams

Name: Timothy Wadhams

Title: Senior Vice President and Chief Financial Officer

February 8, 2007

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EXHIBIT INDEX

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