

MASCO CORP /DE/  
Form 4  
June 09, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
GARGARO EUGENE A JR

(Last) (First) (Middle)  
21001 VAN BORN ROAD  
(Street)

TAYLOR, MI 48180

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MASCO CORP /DE/ [MAS]

3. Date of Earliest Transaction (Month/Day/Year)  
06/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
V.P. & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 06/07/2005                           |  | M                              |   | 42,000  | A  | \$ 19.5   |
| Common Stock                    | 06/07/2005                           |  | M                              |   | 80,000  | A  | \$ 19.75  |
| Common Stock                    | 06/07/2005                           |  | M                              |   | 18,800  | A  | \$ 19.5   |
| Common Stock                    | 06/07/2005                           |  | F <sup>(1)</sup>               |   | 22,264  | D  | \$ 33.1102  |
| Common Stock                    | 06/07/2005                           |  | S                              |   | 20,700  | D  | \$ 33   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 06/07/2005 | S | 1,500  | D | \$ 33.01 | 211,948 | D |
| Common Stock | 06/07/2005 | S | 1,500  | D | \$ 33.02 | 210,448 | D |
| Common Stock | 06/07/2005 | S | 6,291  | D | \$ 33.03 | 204,157 | D |
| Common Stock | 06/07/2005 | S | 7,900  | D | \$ 33.04 | 196,257 | D |
| Common Stock | 06/07/2005 | S | 500    | D | \$ 33.05 | 195,757 | D |
| Common Stock | 06/07/2005 | S | 56,200 | D | \$ 33.15 | 139,557 | D |
| Common Stock | 06/07/2005 | S | 11,600 | D | \$ 33.16 | 127,957 | D |
| Common Stock | 06/07/2005 | S | 5,300  | D | \$ 33.17 | 122,657 | D |
| Common Stock | 06/07/2005 | S | 3,400  | D | \$ 33.18 | 119,257 | D |
| Common Stock | 06/07/2005 | S | 2,300  | D | \$ 33.19 | 116,957 | D |
| Common Stock | 06/07/2005 | S | 1,200  | D | \$ 33.2  | 115,757 | D |

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

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SEC 1474  
(9-02)

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

| 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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock                             | \$ 19.5  | 05/21/1997                           |  | M                              | 42,000  | 05/21/2005   | 05/21/2007  | Common Stock | 42,000                     |

|          |          |            |  |   |        |            |            |                 |        |
|----------|----------|------------|--|---|--------|------------|------------|-----------------|--------|
| Option   |          |            |  |   |        |            |            |                 |        |
| Employee |          |            |  |   |        |            |            |                 |        |
| Stock    | \$ 19.75 | 02/16/2000 |  | M | 80,000 | 02/16/2005 | 02/16/2010 | Common<br>Stock | 80,000 |
| Option   |          |            |  |   |        |            |            |                 |        |
| Employee |          |            |  |   |        |            |            |                 |        |
| Stock    | \$ 19.5  | 12/10/2002 |  | M | 18,800 | (2)        | 12/10/2012 | Common<br>Stock | 18,800 |
| Option   |          |            |  |   |        |            |            |                 |        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| GARGARO EUGENE A JR<br>21001 VAN BORN ROAD<br>TAYLOR, MI 48180 |               |           | V.P. & Secretary |       |

## Signatures

Eugene A. Gargaro, Jr.                      06/08/2005

\*\*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.
- (2) This option was exercisable in cumulative annual installments of 9,400 shares on December 10, 2003 through December 10, 2007.
- (3) Grant of option under Masco Corporation 1991 Long Term Stock Incentive Plan, 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.  
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