MASCO CORP/DE/ Form 4

May 09, 2007

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * MANOOGIAN RICHARD A

> (First) (Middle)

(Street)

21001 VAN BORN ROAD

TAYLOR, MI 48180

2. Issuer Name and Ticker or Trading Symbol

MASCO CORP /DE/ [MAS]

3. Date of Earliest Transaction (Month/Day/Year) 05/07/2007

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

2005

0.5

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Ownership

Indirect (I)

(Instr. 4)

(D) or

Form: Direct

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) Owned (Instr. 8) Following Reported (A)

or Code V Amount (D) Price

05/07/2007 M 900,000 Transaction(s) (Instr. 3 and 4)

5,620,127

D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Securities	(Month/Day	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
						Date	Expiration	Title	Amount
				Code V	(A) (D)	Exercisable	Date		Shares
Employee Stock	\$ 19.5	05/07/2007		M	900,000	<u>(1)</u>	05/21/2007	Common	900,00
Option	Ψ17.3	03/0//2007		171	700,000	<u> </u>	03/21/2007	Stock	700,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MANOOGIAN RICHARD A 21001 VAN BORN ROAD TAYLOR, MI 48180	X		Chairman & CEO				

Signatures

Richard A.

Manoogian 05/09/2007

**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) This option was exercisable in cumulative annual installments of 200,000 shares on May 21, 1999 through 2004, with the balance exercisable on May 21, 2005.
- (2) 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. 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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