

MASCO CORP /DE/
Form S-8
August 13, 2010

As filed with the Securities and Exchange Commission on August 13, 2010
Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

**MASCO CORPORATION
(Exact Name of Registrant as specified in its charter)**

Delaware
(State or other jurisdiction of
incorporation or organization)

38-1794485
(I.R.S. Employer
Identification No.)

**21001 Van Born Road
Taylor, Michigan
48180**

(Address including zip code of Principal Executive Offices)

Masco Corporation 2005 Long Term Stock Incentive Plan
(Full title of the plan)

**Gregory D. Wittrock
Vice President, General Counsel and
Secretary**

**Masco Corporation
21001 Van Born Road
Taylor, Michigan, 48180
(313) 274-7400**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) (2) | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee (3) (4) |
|---|--|--|--|---|
| Common Stock (par value \$1.00 per | 6,500,000 | \$10.67 | \$69,355,000 | \$4,945.01 |

share)

- (1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents additional shares available for future awards under the Masco Corporation 2005 Long Term Stock Incentive Plan, as amended and restated.
- (3) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended (the 1933 Act), solely for the purpose of computing the registration fee, based on the average of the high and low prices of the securities being registered hereby on the New York Stock Exchange

on August 11,
2010.

- (4) A portion of the filing fee (\$4,888.93) was previously paid and should be offset from the amount in the Company's account with the SEC. The balance of the filing fee (\$56.08) was paid on August 12, 2010.
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EXPLANATORY NOTE

Registration statements on Form S-8 (Registration Nos. 333-126888 and 333-162766) of Masco Corporation (the Company) were filed on July 26, 2005 and October 30, 2009 (the Prior Registration Statements) to register under the 1933 Act 25,000,000 and 9,000,000 shares, respectively, of the Company s common stock, par value \$1.00 per share, issuable to eligible participants under the Masco Corporation 2005 Long Term Stock Incentive Plan, as amended and restated on May 11, 2010 (the Plan). This Registration Statement on Form S-8 (the Registration Statement) has been prepared and filed pursuant to and in accordance with the requirements under General Instruction E to Form S-8 for the purpose of effecting the registration under the 1933 Act of an additional 6,500,000 shares of the Company s common stock issuable pursuant to awards to be granted under the Plan at any time or from time to time.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the Company hereby incorporates by reference the contents of the Prior Registration Statements.

ITEM 8. EXHIBITS

- 5.1 Opinion of Gregory D. Wittrock
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Gregory D. Wittrock (included in Exhibit 5.1)
- 24.1 Limited Power of Attorney

SIGNATURES

Pursuant to the requirements of the 1933 Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taylor, Michigan on the 13th day of August, 2010.

MASCO CORPORATION

By: /s/ John G. Sznewajs
Name: John G. Sznewajs
Title: Vice President, Treasurer and
Chief Financial Officer

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-----------------|
| /s/ Timothy Wadhams Timothy Wadhams | President, Chief Executive Officer and Director (Principal Executive Officer) | August 13, 2010 |
| /s/ John G. Sznewajs John G. Sznewajs | Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer) | August 13, 2010 |
| /s/ William T. Anderson William T. Anderson | Vice President Controller (Principal Accounting Officer) | August 13, 2010 |
| * /s/ Dennis W. Archer Dennis W. Archer | Director | August 13, 2010 |
| * /s/ Thomas G. Denomme Thomas G. Denomme | Director | August 13, 2010 |
| * /s/ Anthony F. Early, Jr. Anthony F. Early, Jr. | Director | August 13, 2010 |
| * /s/ Verne G. Istock Verne G. Istock | Director | August 13, 2010 |
| * /s/ David L. Johnston David L. Johnston | Director | August 13, 2010 |
| * /s/ J. Michael Losh J. Michael Losh | Director | August 13, 2010 |
| * /s/ Richard A. Manoogian Richard A. Manoogian | Director | August 13, 2010 |
| * /s/ Lisa A. Payne Lisa A. Payne | Director | August 13, 2010 |

* /s/ Mary Ann Van Lokeren

Director

August 13, 2010

Mary Ann Van Lokeren

* The undersigned, by signing his name hereto, does hereby sign this Registration Statement on Form S-8 on behalf of each of the directors of the Registrant identified above pursuant to the Limited Power of Attorney executed by the directors identified above, which Limited Power of Attorney is filed with this Registration Statement on Form S-8 as Exhibit 24.1.

/s/ John G. Sznewajs
John G. Sznewajs

Attorney-in-Fact

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Legal Counsel |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Gregory D. Wittrock (included in Exhibit 5.1) |
| 24.1 | Limited Power of Attorney |