

FURNITURE BRANDS INTERNATIONAL INC

Form SC 13G/A

January 26, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Information to be Included in Statements Filed Pursuant to  
Rule 13d-1(b), (c) and (d) and Amendments Thereto  
Filed Pursuant to Rule 13d-2(b)**

**(Amendment No. 5)**

**FURNITURE BRANDS INTERNATIONAL, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

360921 10 0

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act.

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CUSIP No. 360921 10 0

- 1 NAME OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Masco Corporation  
38-1794485

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5 SOLE VOTING POWER

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH:

2,200,000

- 6 SHARED VOTING POWER 0

- 7 SOLE DISPOSITIVE POWER 2,200,000

- 8 SHARED DISPOSITIVE POWER 0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

2,200,000

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CUSIP No. 360921 10 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (See Instructions) o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.6%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

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Item 1(a). Name of Issuer

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Item 10. Certification

SIGNATURE

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**Item 1(a). Name of Issuer:**

Furniture Brands International, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

101 South Hanley Road 19th Floor St. Louis, MO 63105

**Item 2(a). Names of Person Filing:**

Masco Corporation

**Item 2(b). Addresses of Principal Business Office:**

21001 Van Born Road

Taylor, MI 48180

**Item 2(c). Citizenship:**

Delaware

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

360921 10 0

**Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c):**

Not Applicable

**Item 4. Ownership:**

(a) Amount 2,200,000

Beneficially Owned:

(b) Percent of Class: 4.6%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 2,200,000

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 2,200,000

(iv) shared power to dispose or to direct the disposition of: 0

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**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**

Not Applicable

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2007

MASCO CORPORATION

By: /s/ Timothy Wadhams  
Timothy Wadhams  
Senior Vice President and Chief  
Financial Officer