

MASCO CORP /DE/
Form 4
May 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
FOLEY DANIEL R

(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)
05/07/2007

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.-Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 05/07/2007 | | M | | 60,000 | A | \$ 19.75 165,680 D |
| Common Stock | 05/07/2007 | | M | | 28,200 | A | \$ 19.5 193,880 D |
| Common Stock | 05/07/2007 | | F | | 27,976 | D | \$ 30.725 165,904 D |
| Common Stock | 05/07/2007 | | F ⁽¹⁾ | | 11,023 | D | \$ 30.725 154,881 D |
| Common Stock | 05/07/2007 | | S | | 400 | D | \$ 30.75 154,481 D |

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Common Stock 05/07/2007 S 48,801 D \$ 30.7225 105,680 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)

| 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option | \$ 19.75 | 05/07/2007 | | M | 60,000 | <u>(2)</u> 02/16/2010 | Common Stock | |
| Employee Stock Option | \$ 19.5 | 05/07/2007 | | M | 28,200 | <u>(3)</u> 12/10/2012 | Common Stock | |
| Employee Restoration Stock Option | \$ 30.71 | 05/07/2007 | | A | 10,079 | 11/08/2007 02/16/2010 | Common Stock | |
| Employee Restoration Stock Option | \$ 30.71 | 05/07/2007 | | A | 17,897 | 11/08/2007 12/10/2012 | Common Stock | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOLEY DANIEL R
21001 VAN BORN ROAD
TAYLOR, MI 48180

V.P.-Human Resources

Signatures

Barry J. Silverman by Power of
Attorney

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) Shares used to satisfy tax withholding obligation.
- (2) This option is exercisable in cumulative annual installments of 16,000 shares commencing February 16, 2001.
- (3) This option is exercisable in cumulative annual installments of 9,400 shares commencing December 10, 2003.
- (4) 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.