Edgar Filing: MASCO CORP /DE/ - Form 4

MASCO CORI Form 4	? /DE/											
May 12, 2005												
									OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-028	87		
Check this b if no longer subject to Section 16. Form 4 or	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per								
Form 5 obligations may continue. See Instruction 1(b). 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 Res	ponses)											
1. Name and Address of Reporting Person <u>*</u> DENOMME THOMAS G			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		MASC	O CORP	/DE/ [N	IAS]	(Check all applicable)						
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(cheen an apprend)					
1233 VAUGHAN RD.			(Month/Day/Year) 05/10/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)					
BLOOMFIEL	48304	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
							Person					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
	Transaction Date fonth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	(A) or d of (D) , 4 and 5) (A) or	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)			
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	ficially o	wned directly	or indirectly.					
					info requ	rmation con lired to resp lays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securiti
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

	Derivative Security				(A) orDisposed(D)(Instr. 3, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Employee Director Stock Option	\$ 30.65	05/10/2005		А	8,000		<u>(1)</u>	05/10/2015	Common Stock	8,0
Reporting	Owner	S								
Reporting Owner	r Name / Addre	ess								
		Director	10% Owner	Officer Othe	r					
DENOMME THO	OMAS G									

Signatures

1233 VAUGHAN RD.

Eugene A. Gargaro, Jr. by Power of Attorney

**Signature of Reporting Person

BLOOMFIELD HILLS, MI 48304

Date

05/11/2005

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) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 05/10/2006.

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(2) Grant of option under Masco Corporation 1997 Non-Employee Directors Stock Plan, in transactions exempt under Rule 16b-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.