

MASCO CORP /DE/
Form 4
May 07, 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 *
LEEKLEY JOHN 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)
05/03/2007

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)
Sr. V.P. & General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2007		M		220,000	A	\$ 19.5
Common Stock	05/03/2007		M		44,759	A	\$ 26.1401
Common Stock	05/03/2007		F		88,137	D	\$ 29.982
Common Stock	05/03/2007		F ⁽¹⁾		32,247	D	\$ 29.982
Common Stock	05/03/2007		S		176	D	\$ 29.9

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Common Stock	05/03/2007	S	353	D	\$ 29.91	352,601	D
Common Stock	05/03/2007	S	412	D	\$ 29.92	352,189	D
Common Stock	05/03/2007	S	1,146	D	\$ 29.93	351,043	D
Common Stock	05/03/2007	S	323	D	\$ 29.94	350,720	D
Common Stock	05/03/2007	S	2,352	D	\$ 29.95	348,368	D
Common Stock	05/03/2007	S	5,497	D	\$ 29.96	342,871	D
Common Stock	05/03/2007	S	5,321	D	\$ 29.97	337,550	D
Common Stock	05/03/2007	S	4,792	D	\$ 29.98	332,758	D
Common Stock	05/03/2007	S	4,851	D	\$ 29.99	327,907	D
Common Stock	05/03/2007	S	12,187	D	\$ 30	315,720	D
Common Stock	05/03/2007	S	1,734	D	\$ 30.01	313,986	D
Common Stock	05/03/2007	S	529	D	\$ 30.02	313,457	D
Common Stock	05/03/2007	S	1,617	D	\$ 30.03	311,840	D
Common Stock	05/03/2007	S	911	D	\$ 30.04	310,929	D
Common Stock	05/03/2007	S	235	D	\$ 30.05	310,694	D

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

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(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
Employee Stock Option	\$ 19.5	05/03/2007	M	220,000	(2)	05/21/2007	Common Stock	220,000	
Employee Stock Option	\$ 26.1401	05/03/2007	M	44,759		08/21/2002	Common Stock	44,759	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEEKLEY JOHN R 21001 VAN BORN ROAD TAYLOR, MI 48180			Sr. V.P. & General Counsel	

Signatures

Eugene A. Gargaro, Jr. by Power of Attorney
Date: 05/07/2007

**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 was exercisable in cumulative annual installments of 28,000 shares on May 21, 1999 through 2004, with the balance exercisable on May 21, 2005.
- (3) Grant of option under Masco Corporation 1991 Long Term Stock Incentive Plan, in transactions exempt under Rule 16 b-3.

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