MASCO CORP/DE/

Form 4 May 28, 2008

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Addr MANOOGIAN	*	_	2. Issuer Name and Ticker or Trading Symbol MASCO CORP /DE/ [MAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
21001 VAN BORN ROAD)	(Month/Day/Year) 05/23/2008	_X Director 10% Owner X Officer (give title Other (specify below) Executive Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
TAYLOR, MI 48180			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	(A) or		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)
Common Stock	05/23/2008		Code V P	Amount 1,200	(D)	Price \$ 17.8	6,177,222	D	
Common Stock	05/23/2008		P	1,900	A	\$ 17.81	6,179,122	D	
Common Stock	05/23/2008		P	500	A	\$ 17.815	6,179,622	D	
Common Stock	05/23/2008		P	18,300	A	\$ 17.82	6,197,922	D	
Common Stock	05/23/2008		P	600	A	\$ 17.825	6,198,522	D	

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Common Stock	05/23/2008	P	11,600	A	\$ 17.83	6,210,122	D
Common Stock	05/23/2008	P	9,400	A	\$ 17.84	6,219,522	D
Common Stock	05/23/2008	P	100	A	\$ 17.85	6,219,622	D
Common Stock	05/23/2008	P	3,400	A	\$ 17.86	6,223,022	D
Common Stock	05/23/2008	P	600	A	\$ 17.87	6,223,622	D
Common Stock	05/23/2008	P	300	A	\$ 17.875	6,223,922	D
Common Stock	05/23/2008	P	17,100	A	\$ 17.88	6,241,022	D
Common Stock	05/23/2008	P	2,300	A	\$ 17.89	6,243,322	D
Common Stock	05/23/2008	P	62,788	A	\$ 17.9	6,306,110	D
Common Stock	05/23/2008	P	39,300	A	\$ 17.92	6,345,410	D
Common Stock	05/23/2008	P	76,700	A	\$ 17.93	6,422,110	D
Common Stock	05/23/2008	P	6,024	A	\$ 17.95	6,428,134	D
Common Stock	05/23/2008	P	17,800	A	\$ 17.97	6,445,934	D
Common Stock	05/23/2008	P	12,488	A	\$ 17.98	6,458,422	D
Common Stock	05/23/2008	P	17,600	A	\$ 17.99	6,476,022	D

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

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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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2	Securities	(Instr. 5)	Bene
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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of

Own

Follo

Repo

Trans

(Insti

Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MANOOGIAN RICHARD A
21001 VAN BORN ROAD X Executive Chairman
TAYLOR, MI 48180

Signatures

Richard A.

Manoogian 05/28/2008

**Signature of Person Date

Reporting Person

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).

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.

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