MASCO CORP/DE/

Form 4 June 24, 2008

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MANOOGIAN RICHARD A Issuer Symbol MASCO CORP /DE/ [MAS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 21001 VAN BORN ROAD 06/20/2008 below) **Executive Chairman** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

TAYLOR, MI 48180

						1.0	13011		
(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/20/2008		P	9,500	A	\$ 16.4	6,685,522	D	
Common Stock	06/20/2008		P	800	A	\$ 16.42	6,686,322	D	
Common Stock	06/20/2008		P	200	A	\$ 16.425	6,686,522	D	
Common Stock	06/20/2008		P	100	A	\$ 16.4297	6,686,622	D	
Common Stock	06/20/2008		P	200	A	\$ 16.4299	6,686,822	D	

**OMB APPROVAL** 

3235-0287

January 31,

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Person

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Common Stock	06/20/2008	P	9,200	A	\$ 16.43	6,696,022	D
Common Stock	06/20/2008	P	5,000	A	\$ 16.48	6,701,022	D
Common Stock	06/20/2008	P	50,000	A	\$ 16.5	6,751,022	D
Common Stock	06/20/2008	P	45,000	A	\$ 16.57	6,796,022	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr.	. 3 and 4)	
	Security					Acquired			`	ĺ	
	J					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						i, and 5)					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title	Number	
							Exercisable	Date		of	
				Code	V	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
MANOOGIAN RICHARD A 21001 VAN BORN ROAD TAYLOR, MI 48180	X		Executive Chairman					

### **Signatures**

Richard A

Manoogian	06/23/2008
**Signature of Reporting Person	Date

Reporting Owners 2

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### **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.