

MASCO CORP /DE/
Form 4
June 09, 2005

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 *
GARGARO EUGENE A JR

(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)
06/07/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
V.P. & Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	(D)	Price
Common Stock	06/07/2005		M		42,000	A	\$ 19.5
Common Stock	06/07/2005		M		80,000	A	\$ 19.75
Common Stock	06/07/2005		M		18,800	A	\$ 19.5
Common Stock	06/07/2005		F(1)		22,264	D	\$ 33.1102
Common Stock	06/07/2005		S		20,700	D	\$ 33

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Common Stock	06/07/2005	S	1,500	D	\$ 33.01	211,948	D
Common Stock	06/07/2005	S	1,500	D	\$ 33.02	210,448	D
Common Stock	06/07/2005	S	6,291	D	\$ 33.03	204,157	D
Common Stock	06/07/2005	S	7,900	D	\$ 33.04	196,257	D
Common Stock	06/07/2005	S	500	D	\$ 33.05	195,757	D
Common Stock	06/07/2005	S	56,200	D	\$ 33.15	139,557	D
Common Stock	06/07/2005	S	11,600	D	\$ 33.16	127,957	D
Common Stock	06/07/2005	S	5,300	D	\$ 33.17	122,657	D
Common Stock	06/07/2005	S	3,400	D	\$ 33.18	119,257	D
Common Stock	06/07/2005	S	2,300	D	\$ 33.19	116,957	D
Common Stock	06/07/2005	S	1,200	D	\$ 33.2	115,757	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 19.5	05/21/1997		M	42,000	05/21/2005	05/21/2007	Common Stock	42,000

Option									
Employee Stock Option	\$ 19.75	02/16/2000	M	80,000	02/16/2005	02/16/2010	Common Stock	80,000	
Employee Stock Option	\$ 19.5	12/10/2002	M	18,800	<u>(2)</u>	12/10/2012	Common Stock	18,800	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARGARO EUGENE A JR 21001 VAN BORN ROAD TAYLOR, MI 48180			V.P. & Secretary	

Signatures

Eugene A. Gargaro, Jr. 06/08/2005

 **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 9,400 shares on December 10, 2003 through December 10, 2007.
- (3) 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.