

MASCO CORP /DE/  
Form 4  
May 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 <sup>(1)</sup>		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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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 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	<u>(2)</u>	05/21/2007	Common Stock	220,0
Employee Stock Option	\$ 26.1401	05/03/2007	M		44,759	08/21/2002	05/21/2007	Common Stock	44,75

## 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.

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.