

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

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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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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) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

| | Derivative Security | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-----------------------|---------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------|
| | | | Code | V (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 | 05/21/2007 | 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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