MASCO CORP/DE/ Form 4 May 11, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DENOMME THOMAS G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

1233 VAUGHAN RD.

(Middle)

(Zip)

3. Date of Earliest Transaction

MASCO CORP /DE/ [MAS]

(Month/Day/Year) 05/09/2006

X_ Director 10% Owner Officer (give title

(Check all applicable)

below)

Other (specify

(Street)

(First)

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

Α

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

BLOOMFIELD HILLS, MI 48304

(State)

(City) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) or (Instr. 3 and 4) Price

Common Stock

(Instr. 3)

05/09/2006

Code V Amount (D) 920

A

26,950 <u>(1)</u>

D

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

(Month/Day/Year)

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

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 op for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	Securiti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Employee Director Stock Option	\$ 32.65	05/09/2006		A	8,000	(2)	05/09/2016	Common Stock	8,00

Reporting Owners

Reporting Owner Name / Address	lationships
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Director 10% Owner Officer Other

DENOMME THOMAS G
1233 VAUGHAN RD. X
BLOOMFIELD HILLS, MI 48304

Signatures

Eugene A. Gargaro, Jr. by Power of Attorney

05/11/2006

**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) N/A
- (2) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 05/09/2007.
- (3) Grant of option under Masco Corporation 1997 Non-Employee Directors Stock Plan, in transactions exempt under Rule 16b-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.

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