

Greenwood Charles F
Form 3
December 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Greenwood Charles F		(Month/Day/Year)	MASCO CORP /DE/ [MAS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/01/2008		
21001 VAN BORN RD.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
TAYLOR,Â MIÂ 48180			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			VP-Human Resources	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42,503	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Employee Stock Option	12/10/2007	12/10/2012	Common Stock	3,080	\$ 19.5	D	Â
Employee Restoration Stock Option	02/14/2004	02/16/2010	Common Stock	12,548	\$ 24.9	D	Â
Employee Stock Option	10/29/2008	10/29/2013	Common Stock	12,000	\$ 27.5	D	Â
Employee Restoration Stock Option	08/28/2004	02/16/2010	Common Stock	3,808	\$ 28	D	Â
Employee Restoration Stock Option	08/28/2004	12/10/2012	Common Stock	2,145	\$ 28	D	Â
Employee Stock Option	Â <u>(1)</u>	07/29/2014	Common Stock	12,000	\$ 30	D	Â
Employee Stock Option	Â <u>(2)</u>	05/09/2015	Common Stock	12,500	\$ 30.75	D	Â
Employee Restoration Stock Option	01/13/2006	02/16/2010	Common Stock	3,317	\$ 32.15	D	Â
Employee Restoration Stock Option	07/04/2006	12/10/2012	Common Stock	3,884	\$ 30.92	D	Â
Employee Stock Option	Â <u>(3)</u>	07/26/2016	Common Stock	14,000	\$ 26.6	D	Â
Employee Restoration Stock Option	11/04/2007	12/10/2012	Common Stock	2,002	\$ 30	D	Â
Employee Stock Option	Â <u>(4)</u>	05/07/2017	Common Stock	20,000	\$ 30.71	D	Â
Employee Stock Option	Â <u>(5)</u>	05/24/2017	Common Stock	36,000	\$ 30.4	D	Â
Employee Stock Option	Â <u>(6)</u>	05/12/2018	Common Stock	61,000	\$ 18.58	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenwood Charles F 21001 VAN BORN RD. TAYLOR, MI 48180	Â	Â	Â VP-Human Resources	Â

Signatures

Carolyn M. Christian by Power of Attorney
12/10/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option is exercisable in cumulative annual installments of 2,400 shares commencing July 29, 2005
- (2) This option is exercisable in cumulative annual installments of 2,500 shares commencing May 9, 2006
- (3) This option is exercisable in cumulative annual installments of 2,800 shares commencing July 26, 2007
- (4) This option is exercisable in cumulative annual installments of 4,000 shares commencing May 7, 2008
- (5) This option is exercisable in cumulative annual installments of 7,200 shares commencing May 24, 2008
- (6) This option is exercisable in cumulative annual installments of 12,200 shares commencing May 12, 2009

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24-PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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