Edgar Filing: WADHAMS TIMOTHY - Form 4

WADHAMS TIMOTHY

Form 4

February 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WADHAMS TIMOTHY

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

MASCO CORP /DE/ [MAS] 3. Date of Earliest Transaction

_X__ Director

10% Owner

21001 VAN BORN ROAD

(Month/Day/Year)

02/12/2010

X_ Officer (give title Other (specify below)

President & CEO

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

TAYLOR, MI 48180

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V 02/12/2010 Α 167,000

838,069

(1)

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)

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of ((Instr. 3, 4, a)) or (D)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
	Security			Code V	5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 13.81	02/12/2010		A	816,000		(2)	02/12/2020	Common Stock	816,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WADHAMS TIMOTHY	37		D 11 + 0 CEO				
21001 VAN BORN ROAD TAYLOR, MI 48180	X		President & CEO				

Signatures

Michelle L. Potter by Power of Attorney 02/17/2010

**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 02/12/2011.
- (3) Grant of option under Masco Corporation 2005 Long Term Stock Incentive Plan, as amended, in transactions exempt under Rule 16b-3.

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

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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