MASCO CORP/DE/

Form 4 June 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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)

(Last)

1. Name and Address of Reporting Person * GARGARO EUGENE A JR

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

MASCO CORP /DE/ [MAS]

3. Date of Earliest Transaction (Month/Day/Year)

21001 VAN BORN ROAD 06/07/2005

(Middle)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title _ Other (specify below)

6. Individual or Joint/Group Filing(Check

V.P. & Secretary

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

TAYLOR, MI 48180

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature Ownership Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)		
Common Stock	06/07/2005		Code V M	Amount 42,000	(D)	Price \$ 19.5	157,612	D	
Common Stock	06/07/2005		M	80,000	A	\$ 19.75	237,612	D	
Common Stock	06/07/2005		M	18,800	A	\$ 19.5	256,412	D	
Common Stock	06/07/2005		F(1)	22,264	D	\$ 33.1102	234,148	D	
Common Stock	06/07/2005		S	20,700	D	\$ 33	213,448	D	

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Common Stock	06/07/2005	S	1,500	D	\$ 33.01	211,948	D
Common Stock	06/07/2005	S	1,500	D	\$ 33.02	210,448	D
Common Stock	06/07/2005	S	6,291	D	\$ 33.03	204,157	D
Common Stock	06/07/2005	S	7,900	D	\$ 33.04	196,257	D
Common Stock	06/07/2005	S	500	D	\$ 33.05	195,757	D
Common Stock	06/07/2005	S	56,200	D	\$ 33.15	139,557	D
Common Stock	06/07/2005	S	11,600	D	\$ 33.16	127,957	D
Common Stock	06/07/2005	S	5,300	D	\$ 33.17	122,657	D
Common Stock	06/07/2005	S	3,400	D	\$ 33.18	119,257	D
Common Stock	06/07/2005	S	2,300	D	\$ 33.19	116,957	D
Common Stock	06/07/2005	S	1,200	D	\$ 33.2	115,757	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	orDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 19.5	05/21/1997		M		42,000	05/21/2005	05/21/2007	Common Stock	42,000

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Employee Stock Option	\$ 19.75	02/16/2000	M	80,000	02/16/2005	02/16/2010	Common Stock	80,000
Employee Stock	\$ 19.5	12/10/2002	M	18,800	(2)	12/10/2012	Common Stock	18,800

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GARGARO EUGENE A JR							
21001 VAN BORN ROAD			V.P. & Secretary				
TAYLOR, MI 48180							

Signatures

Eugene A.
Gargaro, Jr.

**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 9,400 shares on December 10, 2003 through December 10, 2007.
- (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.

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