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MASCO CORP /DE/
Form 8-K
July 27, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) JULY 27, 2005

MASCO CORPORATION
(Exact name of Registrant as Specified in Charter)

DELAWARE	1-5794	38-1794485
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

21001 VAN BORN ROAD, TAYLOR, MICHIGAN	48180
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(Address of Principal Executive Offices)	(Zip Code)

(313) 274-7400

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

The forms of the restricted stock award agreement and of the stock option grants under the Masco Corporation 2005 Long Term Stock Incentive Plan (the "2005 Plan") are being filed herewith.

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ITEM 9.01.

(c) Exhibits

- 10.1 Form of Restricted Stock Award Agreement under the Masco Corporation 2005 Long Term Stock Incentive Plan.
- 10.2 Form of Stock Option Grant under the Masco Corporation 2005 Long Term Stock Incentive Plan.
- 10.3 Form of Stock Option Grant for Non-Employee Directors under the Masco Corporation 2005 Long Term Stock Incentive Plan.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MASCO CORPORATION

By: /s/ John R. Leekley
Name: John R. Leekley
Title: Senior Vice President
and General Counsel

July 27, 2005

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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10.3	Form of Stock Option Grant for Non-Employee Directors under the Masco Corporation 2005 Long Term Stock Incentive Plan.