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MASCO CORP /DE/
Form 8-K
January 06, 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) JANUARY 1, 2005

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

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

21001 VAN BORN ROAD, TAYLOR, MICHIGAN -----	48180 -----
(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))

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ITEM 1.01: ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Effective January 1, 2005, the vesting schedule of restricted stock awards granted and to be granted under the 1991 Long Term Stock Incentive Plan is being revised. Under the revised schedule, effective January 1 of the calendar year in which a participant attains age 66, restricted stock awards with more than five annual installments remaining to vest will be accelerated so that shares that would otherwise vest beyond the next five annual installments will vest evenly in whole shares on the next five original vesting dates. This revision applies to all participants (including the named executive officers), except for existing awards to Richard A. Manoogian, the Chairman and Chief Executive Officer.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 10.1 Form of amendment to existing Restricted Stock Award Agreements under the Masco Corporation 1991 Long Term Stock Incentive Plan.
- 10.2 Form of award under the Masco Corporation 1991 Long Term Stock Incentive Plan, Restricted Stock Award Agreement.

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/ Timothy Wadhams

Name: Timothy Wadhams
Title: Senior Vice President and
Chief Financial Officer

January 6, 2005

EXHIBIT INDEX

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EXHIBIT NUMBER	DESCRIPTION
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10.2	Form of award under the Masco Corporation 1991 Long Term Stock Incentive Plan, Restricted Stock Award Agreement.