

Anderson William T  
 Form 3  
 December 10, 2008

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â Anderson William T		(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
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			VP-Controller	
TAYLOR,Â MIÂ 48180				
(City)	(State)	(Zip)		

**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	74,161	D	Â
Common Stock	440	I	By Spouse

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	02/13/2007	02/13/2012	Common Stock	30,000	\$ 26.02	D	Â
Employee Stock Option	12/10/2007	12/10/2012	Common Stock	16,560	\$ 19.5	D	Â
Employee Stock Option	10/29/2008	10/29/2013	Common Stock	30,000	\$ 27.5	D	Â
Employee Stock Option	Â <u>(1)</u>	07/29/2014	Common Stock	33,000	\$ 30	D	Â
Employee Restoration Stock Option	05/12/2005	12/10/2012	Common Stock	2,815	\$ 35.6	D	Â
Employee Stock Option	Â <u>(2)</u>	05/09/2015	Common Stock	7,000	\$ 30.75	D	Â
Employee Stock Option	Â <u>(3)</u>	05/09/2015	Common Stock	33,000	\$ 30.75	D	Â
Employee Restoration Stock Option	03/07/2006	12/10/2012	Common Stock	2,516	\$ 31	D	Â
Employee Stock Option	Â <u>(4)</u>	07/26/2016	Common Stock	33,000	\$ 26.6	D	Â
Employee Stock Option	Â <u>(5)</u>	05/24/2017	Common Stock	33,000	\$ 30.4	D	Â
Employee Stock Option	Â <u>(6)</u>	06/02/2017	Common Stock	20,000	\$ 30.16	D	Â
Employee Stock Option	Â <u>(7)</u>	05/12/2018	Common Stock	56,000	\$ 18.58	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson William T 21001 VAN BORN RD. TAYLOR,Â MIÂ 48180	Â	Â	Â VP-Controller	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) The option is exercisable in cumulative annual installments of 6,600 shares commencing July 29, 2005
- (2) This option is exercisable in cumulative annual installments of 1,400 shares commencing May 9, 2006
- (3) This option is exercisable in cumulative annual installments of 6,600 shares commencing May 9, 2006
- (4) This option is exercisable in cumulative annual installments of 6,600 shares commencing July 26, 2007
- (5) This option is exercisable in cumulative annual installments of 6,600 shares commencing May 24, 2008
- (6) This option is exercisable in cumulative annual installments of 4,000 shares commencing June 2, 2008
- (7) This option is exercisable in cumulative annual installments of 11,200 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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