

MASCO CORP /DE/  
Form S-8  
October 30, 2009

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**As filed with the Securities and Exchange Commission on October 30, 2009**

**Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**MASCO CORPORATION**  
**(Exact Name of Registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**38-1794485**  
(I.R.S. Employer  
Identification No.)

**21001 Van Born Road  
Taylor, Michigan  
48180**

(Address including zip code of Principal Executive Offices)

**Masco Corporation 2005 Long Term Stock Incentive Plan, as amended**  
(Full title of the plan)

**Barry J. Silverman**  
**Vice President, General Counsel and**  
**Secretary**  
**Masco Corporation**  
**21001 Van Born Road**  
**Taylor, Michigan, 48180**  
**(313) 274-7400**

(Name, address and telephone number, including area code, of agent for service)

*Copy to:*  
**Barbara Nims**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**Tel: (212) 450-4000**  
**Fax: (212) 450-4800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting

Smaller reporting  
company

company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee (3)</b>
Common Stock (par value \$1.00 per share) (2)	9,000,000	\$ 13.68	\$ 123,120,000	\$ 6,870.10

(1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Represents shares available for future awards under the Masco Corporation 2005 Long Term Stock Incentive Plan, as amended.

(3) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended (the 1933 Act ), solely for the purpose of computing the registration fee,

based on the  
average of the  
high and low  
prices of the  
securities being  
registered  
hereby on the  
New York  
Stock Exchange  
on October 23,  
2009.

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**EXPLANATORY NOTE**

A registration statement on Form S-8 (Registration No. 333-126888) of Masco Corporation (the Company) was filed on July 26, 2005 (the Prior Registration Statement) to register under the 1933 Act 25,000,000 shares of the Company's common stock, par value \$1.00 per share, issuable to eligible employees of the Company under its 2005 Long Term Stock Incentive Plan. This Registration Statement on Form S-8 (the Registration Statement) has been prepared and filed pursuant to and in accordance with the requirements under General Instruction E to Form S-8 for the purpose of effecting the registration under the 1933 Act of an additional 9,000,000 shares of the Company's common stock issuable upon awards to be granted under the Company's 2005 Long Term Stock Incentive Plan, as amended, at any time or from time to time.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

Pursuant to General Instruction E to Form S-8, the Company hereby incorporates by reference the contents of the Prior Registration Statement.

**ITEM 8. EXHIBITS**

- 5 Opinion of Barry J. Silverman
  
- 23.1 Consent of PricewaterhouseCoopers LLP
  
- 23.2 Consent of Barry J. Silverman (included in Exhibit 5)
  
- 24.1 Power of Attorney included on Signature page

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**SIGNATURES**

Pursuant to the requirements of the 1933 Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taylor, Michigan on the 30th day of October, 2009.

**MASCO CORPORATION**

By: /s/ John G. Sznawajs  
Name: John G. Sznawajs  
Title: Vice President, Treasurer and  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barry J. Silverman and John G. Sznawajs, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Timothy Wadhams Timothy Wadhams	President, Chief Executive Officer and Director (Principal Executive Officer)	October 30, 2009
/s/ John G. Sznewajs John G. Sznewajs	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)	October 30, 2009
/s/ William T. Anderson William T. Anderson	Vice President Controller (Principal Accounting Officer)	October 30, 2009
/s/ Dennis W. Archer Dennis W. Archer	Director	October 30, 2009
/s/ Thomas G. Denomme Thomas G. Denomme	Director	October 30, 2009
/s/ Anthony F. Earley, Jr. Anthony F. Earley, Jr.	Director	October 30, 2009
/s/ Verne G. Istock Verne G. Istock	Director	October 30, 2009
/s/ David L. Johnston David L. Johnston	Director	October 30, 2009
/s/ J. Michael Losh J. Michael Losh	Director	October 30, 2009
/s/ Richard A. Manoogian Richard A. Manoogian	Director	October 30, 2009
/s/ Lisa A. Payne Lisa A. Payne	Director	October 30, 2009



/s/ Mary Ann Van Lokeren

Director

October 30,  
2009

Mary Ann Van Lokeren

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