

MASCO CORP /DE/  
Form S-8  
August 13, 2010

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**As filed with the Securities and Exchange Commission on August 13, 2010  
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 401(k) Plan  
Masco Corporation Hourly 401(k) Plan  
(Full title of the plan)**

**Gregory D. Wittrock  
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)

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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**CALCULATION OF REGISTRATION FEE**

Amount to be	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Registration Fee
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<b>Title of Securities to be Registered</b>	<b>Registered (1)</b>	<b>Price Per Share (2)</b>	<b>Offering Price (2)</b>	<b>(2) (3)</b>
Common Stock (par value \$1.00 per share)	1,000,000	\$ 10.67	\$ 10,670,000	\$ 760.77

(1) Pursuant to Rule 416(a), this Registration Statement covers such indeterminate number of additional shares of Common Stock as may be issuable in the event of stock splits, stock dividends or similar transactions.

(2) 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 August 11, 2010.

(3) The filing fee payable herewith was previously paid

and should be  
offset from the  
amount in the  
Company's  
account with the  
SEC.

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**EXPLANATORY NOTE**

A Registration Statement on Form S-8 (Registration No. 333-74815) of Masco Corporation (the Company) was filed on March 22, 1999 to register under the 1933 Act 1,000,000 shares of the Company's common stock, par value \$1.00 per share, to be offered pursuant to the Masco Corporation 401(k) Plan (f/k/a Masco Corporation Salaried Savings Plan 401(k)) and the Masco Corporation Hourly 401(k) Plan (f/k/a Masco Corporation Hourly Savings Plan 401(k)). A Registration Statement on Form S-8 (Registration No. 333-75362) of the Company was filed on December 18, 2001 to register under the 1933 Act 250,000 shares of the Company's common stock par value \$1.00 per share to be offered pursuant to the Masco Services Group Corp. 401(k) Plan (f/k/a Masco Contractor Services, Inc. Salaried 401(k) Plan) and the Masco Services Group Corp. Hourly 401(k) Plan (f/k/a Masco Contractor Services, Inc. Hourly 401(k) Plan). Registration Statements Nos. 333-74815 and 333-75362 are referred to herein as the Prior Registration Statements. Effective December 31, 2009 a portion of each of the Masco Services Group Corp. 401(k) Plan and the Masco Services Group Corp. Hourly 401(k) Plan merged into the Masco Corporation Hourly 401(k) Plan and the remaining portions of the Masco Services Group Corp. 401(k) Plan and the Masco Services Group Corp. Hourly 401(k) Plan merged into the Masco Corporation 401(k) 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 1,000,000 shares of the Company's common stock to be offered pursuant to the Masco Corporation 401(k) Plan and the Masco Corporation Hourly 401(k) Plan.

**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 Statements.

**ITEM 8. EXHIBITS**

23.1 Consent of PricewaterhouseCoopers LLP (Relating to report included in Form 10-K)

23.2 Consent of PricewaterhouseCoopers LLP (Relating to reports included in Forms 11-K)

24.1 Limited Power of Attorney

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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 13<sup>th</sup> day of August, 2010.

**MASCO CORPORATION**

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

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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	President, Chief Executive Officer and Director	August 13, 2010
Timothy Wadhams	(Principal Executive Officer)	
/s/ John G. Szniewajs	Vice President, Treasurer and Chief Financial Officer	August 13, 2010
John G. Szniewajs	(Principal Financial Officer)	
/s/ William T. Anderson	Vice President Controller	August 13, 2010
William T. Anderson	(Principal Accounting Officer)	
* /s/ Dennis W. Archer	Director	August 13, 2010
Dennis W. Archer		
* /s/ Thomas G. Denomme	Director	August 13, 2010
Thomas G. Denomme		
* /s/ Anthony F. Early, Jr.	Director	August 13, 2010
Anthony F. Early, Jr.		
* /s/ Verne G. Istock	Director	August 13, 2010
Verne G. Istock		
* /s/ David L. Johnston	Director	August 13, 2010
David L. Johnston		
* /s/ J. Michael Losh	Director	August 13, 2010
J. Michael Losh		
* /s/ Richard A. Manoogian	Director	August 13, 2010
Richard A. Manoogian		
* /s/ Lisa A. Payne	Director	August 13, 2010
Lisa A. Payne		
* /s/ Mary Ann Van Lokeren	Director	August 13, 2010
Mary Ann Van Lokeren		
* The undersigned, by signing his name hereto, does hereby sign this Registration		



Statement on  
Form S-8 on  
behalf of each  
of the directors  
of the Registrant  
identified above  
pursuant to the  
Limited Power  
of Attorney  
executed by the  
directors  
identified  
above, which  
Limited Power  
of Attorney is  
filed with this  
Registration  
Statement on  
Form S-8 as  
Exhibit 24.1.

/s/ John G. Sznewajs

Attorney-in-Fact

John G. Sznewajs

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