Greenwood Charles F
Form 3
December 10, 2008

FORM 3

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

OMB APPROVAL

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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 *
Â Greenwood Charles F
(Last) (First) (Middle)

21001 VAN BORN RD.
(Street)

TAYLOR,Â MIÂ 48180
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/01/2008

3. Issuer Name **and** Ticker or Trading Symbol
MASCO CORP /DE/ [MAS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP-Human Resources

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	42,503	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Employee Stock Option	12/10/2007	12/10/2012	Common Stock	3,080	$ 19.5	D	Â
Employee Restoration Stock Option	02/14/2004	02/16/2010	Common Stock	12,548	$ 24.9	D	Â
Employee Stock Option	10/29/2008	10/29/2013	Common Stock	12,000	$ 27.5	D	Â
Employee Restoration Stock Option	08/28/2004	02/16/2010	Common Stock	3,808	$ 28	D	Â
Employee Restoration Stock Option	08/28/2004	12/10/2012	Common Stock	2,145	$ 28	D	Â
Employee Stock Option	Â (1)	07/29/2014	Common Stock	12,000	$ 30	D	Â
Employee Stock Option	Â (2)	05/09/2015	Common Stock	12,500	$ 30.75	D	Â
Employee Restoration Stock Option	01/13/2006	02/16/2010	Common Stock	3,317	$ 32.15	D	Â
Employee Restoration Stock Option	07/04/2006	12/10/2012	Common Stock	3,884	$ 30.92	D	Â
Employee Stock Option	Â (3)	07/26/2016	Common Stock	14,000	$ 26.6	D	Â
Employee Restoration Stock Option	11/04/2007	12/10/2012	Common Stock	2,002	$ 30	D	Â
Employee Stock Option	Â (4)	05/07/2017	Common Stock	20,000	$ 30.71	D	Â
Employee Stock Option	Â (5)	05/24/2017	Common Stock	36,000	$ 30.4	D	Â
Employee Stock Option	Â (6)	05/12/2018	Common Stock	61,000	$ 18.58	D	Â

Reporting Owners

Reporting Owner Name / Address	**Relationships**			
	Director	10% Owner	Officer	Other
Greenwood Charles F 21001 VAN BORN RD. TAYLOR,Â MIÂ 48180	Â	Â	Â VP-Human Resources	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) This option is exercisable in cumulative annual installments of 2,400 shares commencing July 29, 2005

(2) This option is exercisable in cumulative annual installments of 2,500 shares commencing May 9, 2006

(3) This option is exercisable in cumulative annual installments of 2,800 shares commencing July 26, 2007

(4) This option is exercisable in cumulative annual installments of 4,000 shares commencing May 7, 2008

(5) This option is exercisable in cumulative annual installments of 7,200 shares commencing May 24, 2008

(6) This option is exercisable in cumulative annual installments of 12,200 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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