

# MASCO CORP /DE/

## FORM SC 13G (Statement of Ownership)

Filed 01/28/94

Address	21001 VAN BORN RD TAYLOR, MI 48180
Telephone	3132747400
CIK	0000062996
Symbol	MAS
SIC Code	2430 - Millwork, Veneer, Plywood, And Structural Wood
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	12/31

# MASCO CORP /DE/

## FORM SC 13G (Statement of Ownership)

Filed 1/28/1994

Address	21001 VAN BORN RD TAYLOR, Michigan 48180
Telephone	313-274-7400
CIK	0000062996
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_)\*

**Payless Cashways, Inc.**  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

704378-30-6  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [x]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Masco Corporation  
38-1794485

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  (b)

- 3) SEC USE ONLY

- 4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5) SOLE VOTING POWER

2,435,757

- 6) SHARED VOTING POWER

0

- 7) SOLE DISPOSITIVE POWER

2,435,757

- 8) SHARED DISPOSITIVE POWER

0

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,435,757

- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.3%

- 12) TYPE OF REPORTING PERSON

CO

Item 1(a) Name of Issuer:  
Payless Cashways, Inc. (the "Company")

Item 1(b) Address of Issuer's Principal Executive Offices:  
2300 Main  
Kansas City, MO 64108

Item 2(a) Name of Person Filing:  
Masco Corporation

Item 2(b) Address of Principal Business Office or, if none,  
Residence:  
21001 Van Born Road  
Taylor, MI 48180

Item 2(c) Citizenship:  
Delaware

Item 2(d) Title of Class of Securities:  
Common Stock, par value \$.01 per share (the "Common  
Stock")

Item 2(e) CUSIP Number:  
704378-30-6

Item 3 Statements Filed Pursuant to Rules 13d-1(b)  
or 13d-2(b):  
Not Applicable

Item 4 Ownership:  
As of December 31, 1993, Masco Capital Corporation, a wholly-owned subsidiary of the undersigned ("Masco Capital"), owned 406,000 shares of Series A Cumulative Convertible Preferred Stock, par value \$1.00 per share, of the Company (the "Convertible Preferred Stock"), convertible at the option of Masco Capital into 2,435,757 shares of Common Stock (or 6.3% of the Common Stock that would be outstanding after such conversion). Masco Capital currently has sole power to vote and dispose of all such shares of Common Stock into which its Convertible Preferred Stock is convertible.

- Item 5 Ownership of Five Percent or Less of a Class:  
Not Applicable
- Item 6 Ownership of More than Five Percent on  
Behalf of Another Person:  
Not Applicable
- Item 7 Identification and Classification of the Subsidiary  
Which Acquired the Security Being Reported on By the  
Parent Holding Company:  
Not Applicable
- Item 8 Identification and Classification of Members of the  
Group:  
Not Applicable
- Item 9 Notice of Dissolution of Group:  
Not Applicable
- Item 10 Certification:  
Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 28, 1994

MASCO CORPORATION

By /s/Gerald Bright

Name Gerald Bright

Title Vice President

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**End of Filing**

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