

MASCO CORP /DE/

Reported by
WADHAMS TIMOTHY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/17/10 for the Period Ending 02/12/10

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

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN 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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
WADHAMS TIMOTHY			MASCO CORP /DE/ [MAS]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
21001 VAN BORN ROAD			2/12/2010					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
TAYLOR, MI 48180						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/12/2010		A		167000	A	(1)	838069	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$13.81	2/12/2010		A	816000	(2)	2/12/2020	Common Stock	816000	(3)	816000	D	

Explanation of Responses:

- (1) N/A
- (2) The foregoing option is exercisable cumulatively in annual installments of 20% commencing 02/12/2011.
- (3) Grant of option under Masco Corporation 2005 Long Term Stock Incentive Plan, as amended, in transactions exempt under Rule 16b-3.

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADHAMS TIMOTHY 21001 VAN BORN ROAD TAYLOR, MI 48180	X		President & CEO	

Signatures

Michelle L. Potter by Power of Attorney

2/17/2010

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5

I appoint each of Gregory D. Wittrock, John G. Sznewajs, and Michelle L. Potter, signing singly, my attorney-in-fact to:

(1) execute and file with the Securities and Exchange Commission on my behalf Forms 3, 4 or 5 as required by Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any amendments thereto; and

(2) do anything in connection with the foregoing which such attorney-in-fact may deem legally required by me or in my best interest.

I grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I could do if personally present, with full power of substitution, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

I acknowledge that this Power of Attorney is granted by me individually and as a Director, Trustee or Co-Trustee of any charitable organization, foundation or trust holding shares of Masco Corporation and which is subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934.

I acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is Masco Corporation assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney supersedes any Power of Attorney executed by me,

which is hereby revoked. This Power of Attorney shall remain in effect until I am no longer required to file Forms 3, 4, and 5 with respect to my holdings of and transactions in securities issued by Masco Corporation, unless earlier revoked in writing by me.

This Power of Attorney is executed on November 30, 2009.

/s/Timothy Wadhams