

# FORM 4

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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) 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<br>(Check all applicable)                         |
| <b>ARCHER DENNIS W</b>                                | <b>MASCO CORP /DE/ [ MAS ]</b>                    | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |
| (Last) (First) (Middle)                               | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| <b>DICKINSON WRIGHT PLLC, 500<br/>WOODWARD AVENUE</b> | <b>5/3/2016</b>                                   |  |
| (Street)  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
| <b>DETROIT, MI 48226</b>                              |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |
| (City) (State) (Zip)                                  |   | <input type="checkbox"/> Form filed by More than One Reporting Person                              |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |           | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-----------|---|--|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price     |   |  |   |
| Common Stock                       | 5/3/2016       |   | M                            |   | 9117.0000   | A             | \$28.6494 | 55876.0000 <a href="#">(1)</a>  | D  |   |
| Common Stock                       | 5/3/2016       |   | S                            |   | 680.0000  | D             | \$30.9550 | 55196.0000  | D  |   |
| Common Stock                       | 5/3/2016       |   | F                            |   | 8437.0000   | D             | \$30.9550 | 46759.0000  | 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) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----------|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D)       | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Non-Employee Director Stock Option       | \$28.6494 (2)  | 5/3/2016       |                                   | M                         |   |  | 9117.0000 | (3)                                     | 5/9/2016        | Common Stock  | 9117.0000 (2)              | (4)  | 0.0000   | D  |  |

#### Explanation of Responses:

- ( In connection with the spin-off of TopBuild Corp. by Masco Corporation ("Masco") on June 30, 2015, outstanding unvested restricted stock awards granted
- 1) by Masco to all equity plan participants, including to the reporting person, were adjusted on a value neutral basis to preserve the awards' pre-spin intrinsic value.
- ( In connection with the spin-off of TopBuild Corp. by Masco Corporation ("Masco") on June 30, 2015, outstanding stock options granted under the Masco
- 2) 2014 Long Term Stock Incentive Plan by Masco to all plan participants, including to the reporting person, were adjusted on a value neutral basis to preserve the options' pre-spin intrinsic value.
- (
- 3) This option became exercisable in five equal annual installments commencing May 9, 2007.
- (
- 4) Grant of option under the Masco Corporation 2014 Long Term Stock Incentive Plan in transactions exempt under Rule 16b-3.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>ARCHER DENNIS W<br/>DICKINSON WRIGHT PLLC<br/>500 WOODWARD AVENUE<br/>DETROIT, MI 48226</b> | <b>X</b>      |           |         |       |

#### Signatures

**Yvette M. VanRiper by Power of Attorney**

**5/5/2016**

 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.

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