

# MASCO CORP /DE/

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/13/10

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

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**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       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2) (3)
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

**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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ TIMOTHY WADHAMS</u> Timothy Wadhams	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2010
<u>/s/ JOHN G. SZNEWAJS</u> John G. Sznewajs	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)	August 13, 2010
<u>/s/ WILLIAM T. ANDERSON</u> William T. Anderson	Vice President — Controller (Principal Accounting Officer)	August 13, 2010
<u>* /s/ DENNIS W. ARCHER</u> Dennis W. Archer	Director	August 13, 2010
<u>* /s/ THOMAS G. DENOMME</u> Thomas G. Denomme	Director	August 13, 2010
<u>* /s/ ANTHONY F. EARLY, JR.</u> Anthony F. Early, Jr.	Director	August 13, 2010
<u>* /s/ VERNE G. ISTOCK</u> Verne G. Istock	Director	August 13, 2010
<u>* /s/ DAVID L. JOHNSTON</u> David L. Johnston	Director	August 13, 2010
<u>* /s/ J. MICHAEL LOSH</u> J. Michael Losh	Director	August 13, 2010
<u>* /s/ RICHARD A. MANOOGIAN</u> Richard A. Manoogian	Director	August 13, 2010
<u>* /s/ LISA A. PAYNE</u> Lisa A. Payne	Director	August 13, 2010
<u>* /s/ MARY ANN VAN LOKEREN</u> Mary Ann Van Lokeren	Director	August 13, 2010

\* 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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**INDEX TO EXHIBITS**

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24.1	Limited Power of Attorney

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Masco Corporation's Annual Report on Form 10-K for the year ended December 31, 2009 which is incorporated by reference in the Registration Statements on Form S-8 (Nos. 333-74815 and 333-75362).

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

Detroit, Michigan

August 13, 2010

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated June 16, 2010 relating to the financial statements, which appear in the Annual Reports of Masco Corporation 401(k) Plan, Masco Corporation Hourly 401(k) Plan, Masco Services Group Corp. 401(k) Plan, and Masco Services Group Corp. Hourly 401(k) Plan on Forms 11-K for the year ended December 31, 2009 which are incorporated by reference in the Registration Statements on Form S-8 (Nos. 333-74815 and 333-75362).

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP  
Detroit, Michigan  
August 13, 2010

**Limited Power of Attorney  
Registration Statement on Form S-8**

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned directors of Masco Corporation, a Delaware corporation, which intends to file with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, a Registration Statement on Form S-8 for the registration of certain of its shares of common stock for offering and sale pursuant to the Masco Corporation 401(k) Plan and the Masco Corporation Hourly 401(k) Plan, hereby constitutes and appoints Gregory D. Wittrock, John G. Szniewajs and Michelle L. Potter, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any and all amendments and documents related thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and grants unto each of said attorneys-in-fact and agents, and substitute or substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies and confirms all things that each of said attorneys-in-fact and agents, or either of them or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ DENNIS W. ARCHER</u> Dennis W. Archer	Director	July 22, 2010
<u>/ s/ THOMAS G. DENOMME</u> Thomas G. Denomme	Director	July 22, 2010
<u>/s/ ANTHONY F. EARLY, JR.</u> Anthony F. Early, Jr.	Director	July 22, 2010
<u>/s/ VERNE G. ISTOCK</u> Verne G. Istock	Director	July 22, 2010
<u>/s/ DAVID L. JOHNSTON</u> David L. Johnston	Director	July 22, 2010
<u>/ s/ J. MICHAEL LOSH</u> J. Michael Losh	Director	July 22, 2010
<u>/s/ RICHARD A. MANOOGIAN</u> Richard A. Manoogian	Director	July 22, 2010
<u>/s/ LISA A. PAYNE</u> Lisa A. Payne	Director	July 22, 2010
<u>/s/ MARY ANN VAN LOKEREN</u> Mary Ann Van Lokeren	Director	July 22, 2010