

# MASCO CORP /DE/

## **FORM 8-K** (Current report filing)

Filed 05/15/02 for the Period Ending 05/14/02

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 8-K

(Unscheduled Material Events)

Filed 5/15/2002 For Period Ending 5/14/2002

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

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) MAY 14, 2002

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## MASCO CORPORATION

(Exact name of Registrant as Specified in Charter)

DELAWARE	1-5794	38-1794485
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

21001 VAN BORN ROAD, TAYLOR, MICHIGAN	48180
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(Address of Principal Executive Offices)	(Zip Code)

(313) 274-7400  
Registrant's telephone number, including area code

## **ITEM 5. OTHER EVENTS**

The opinion of John R. Leekley filed herewith is incorporated by reference into the Company's Registration Statements on Form S-3 (Nos. 333-58034 and 333-73802).

## **Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

(c) Exhibits

99 Opinion of John R. Leekley

## **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **MASCO CORPORATION**

*By: /s/ Timothy Wadhams*

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*Name: Timothy Wadhams*

*Title: Vice President and  
Chief Financial Officer*

*May 14, 2002*

## EXHIBIT INDEX

99 Opinion of John R. Leekley

**EXHIBIT 99**

**[MASCO LETTERHEAD]**

May 14, 2002

Masco Corporation  
21001 Van Born Road  
Taylor, Michigan 48180

**RE: MASCO CORPORATION  
REGISTRATION STATEMENTS ON FORM S-3  
(REG. NOS. 333-58034 AND 333-73802)**

Dear Sirs:

I have acted as your counsel in connection with the filing of the Registration Statements on Form S-3 (Reg. Nos. 333-58034 and 333-73802) under the Securities Act of 1933, as amended (the "Act"), registering securities of Masco Corporation (the "Company"), including among other securities shares of Common Stock, \$1.00 par value (the "Common Stock"), which registration statements have heretofore become effective. Such registration statements as amended and supplemented, including documents incorporated therein by reference, are herein collectively referred to as the "Registration Statements." I have also acted as your counsel in connection with the issuance and sale of 22,000,000 shares of Common Stock (the "Shares") in an underwritten public offering pursuant to an Underwriting Agreement dated as of May 8, 2002 between the Company and the underwriters named therein. The prospectus dated January 8, 2002 and the prospectus supplement dated May 8, 2002 relating to the Shares (the "Prospectus Supplement") in the forms filed with the Commission pursuant to Rule 424 of the Act, including documents incorporated therein by reference, are herein referred to as the "Prospectus."

I or attorneys under my supervision upon whom I am relying, have examined originals or copies, certified or otherwise identified to my satisfaction, of such documents and corporate records, as I have deemed necessary or advisable for the purpose of this opinion, and I have participated in the preparation of the Registration Statements. Based upon the foregoing, I am of the opinion that:

(1) The Company has been duly incorporated and is a validly existing corporation in good standing under the laws of the State of Delaware; and

(2) The issuance of the Shares has been duly authorized by appropriate corporate action, the Shares have been duly issued and sold as described in the Registration Statements, including the Prospectus and Prospectus Supplement relating to the Shares, and the Shares have been legally issued and are fully paid and non-assessable.

I hereby consent to the filing of this opinion as Exhibit 5 to the Company's Current Report on Form 8-K. I also consent to the reference to me under the caption "Legal Opinions" in the Prospectus.

Very truly yours,

*/s/ John R. Leekley*

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*John R. Leekley  
Senior Vice President and  
General Counsel*

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**End of Filing**

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