GARGARO EUGENE A JR

Form 4

February 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(h) of the Investment Company Act of 1940

1(b).

Common

Stock

02/12/2005

(Print or Type Responses)

1. Name and A	Symbol	2. Issuer Name and Ticker or Trading Symbol MASCO CORP /DE/ [MAS] 3. Date of Earliest Transaction			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Lost)								
(Last)	(First) (N			ransaction	Dimantan	100/	Ovvince	
21001 VAN	`	(Month/Day/Year) 02/12/2005			Director 10% OwnerX Officer (give title Other (specify below) V.P. & Secretary			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
TAYLOR,	MI 48180	Filed(Mo	nth/Day/Year	r)	Applicable Line) _X_ Form filed by Form filed by l Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

 $F_{\underline{(1)}}$

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SEC 1474

(9-02)

(Instr. 3 and 4)

D

115,612

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

Amount

789

(D)

D

Price

37.19

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GARGARO EUGENE A JR 21001 VAN BORN ROAD TAYLOR, MI 48180

V.P. & Secretary

Signatures

Eugene A. 02/15/2005 Gargaro, Jr.

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) Shares used to satisfy tax withholding obligation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2