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MASCO CORP /DE/  
Form 8-K  
May 13, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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 10, 2005

MASCO CORPORATION  
(Exact name of Registrant as Specified in Charter)

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

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

(313) 274-7400

-----  
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On May 10, 2005, the stockholders of Masco Corporation (the "Company") approved the Masco Corporation 2005 Long Term Stock Incentive Plan (the "Plan") at the Annual Meeting of Stockholders. The Company's Proxy Statement dated April 14, 2005 as filed with the Securities and Exchange Commission on April 15, 2005 includes a description of the material terms of the Plan under the caption "Proposal to Approve the 2005 Long Term Stock Incentive Plan." The Plan is filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Masco Corporation 2005 Long Term Stock Incentive Plan

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: Senior Vice President and  
Chief Financial Officer

May 13, 2005

EXHIBIT INDEX

99.1 MASCO CORPORATION 2005 LONG TERM STOCK INCENTIVE PLAN.