

MASCO CORP /DE/  
Form 8-K  
May 16, 2011

**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, 2011**

**Masco Corporation**  
(Exact name of Registrant as Specified in Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>1-5794</b>            | <b>38-1794485</b>                    |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|  |              |
|--|--------------|
| <b>21001 Van Born Road, Taylor, Michigan</b> | <b>48180</b> |
| (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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 10, 2011, the Board of Directors of Masco Corporation (the Company) elected John P. Lindow, 47, to serve as Vice President Controller of the Company effective at the close of business on May 13, 2011, and designated Mr. Lindow as the Company's principal accounting officer. Mr. Lindow was employed as a Group Controller of the Company from 2000 to 2006, and then served as Vice President Administration Plumbing Products Platform until 2009, when he became the Vice President Controller, Corporate Accounting.

Effective at the close of business on May 13, 2011, William T. Anderson, 64, stepped down as Vice President Controller and principal accounting officer of the Company. Mr. Anderson will continue on a part-time basis to help ensure a smooth transition as Mr. Lindow assumes the role of Controller and principal accounting officer.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Stockholders (the Annual Meeting) on May 10, 2011 at its corporate offices in Taylor, Michigan. At the Annual Meeting, Company stockholders voted on four proposals. A brief description of the proposals and the final results of voting on each proposal are set forth below.

**Proposal 1** The re-election of three Class II Directors to serve until the Annual Meeting in 2014. Votes were cast as follows:

|                 |             | Votes      |             |            | Broker |
|-----------------|-------------|------------|-------------|------------|--------|
|                 | Votes For   | Against    | Abstentions | Non-Votes  |        |
| Verne G. Istock | 254,785,901 | 44,554,404 | 366,270     | 19,745,888 |        |
| J. Michael Losh | 242,471,693 | 56,839,628 | 395,254     | 19,745,888 |        |
| Timothy Wadhams | 292,808,815 | 6,653,844  | 243,916     | 19,745,888 |        |

**Proposal 2** A non-binding advisory vote to approve the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the related material disclosed in the Proxy Statement. Votes were cast as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 133,699,389 | 165,508,115   | 499,071     | 19,745,888       |

**Proposal 3** A non-binding advisory vote to recommend the frequency of future stockholder advisory votes on the Company's executive compensation. Votes were cast as follows:

| One Year    | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|-------------|------------------|
| 268,798,018 | 634,131   | 29,950,043  | 324,383     | 19,745,888       |

**Proposal 4** - The ratification of the selection of PricewaterhouseCoopers LLP to act as independent auditors for the Company for 2011. Votes were cast as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 310,940,630 | 8,400,653     | 111,180     |

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**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/ John G. Sznewajs

Name: John G. Sznewajs

Title: Vice President, Treasurer and  
Chief Financial Officer

May 16, 2011

4