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MASCO CORP /DE/  
Form S-3MEF  
October 11, 2002

As filed with the Securities and Exchange Commission on October 11, 2002  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
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MASCO CORPORATION  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State of other jurisdiction of incorporation or organization) 21001 Van Born Road  
Taylor, MI 48180  
(313) 274-7400  
(Address, including zip code, and telephone number including area code, of Registrant's principal executive offices)

38-1794485  
(I.R.S. Employer Identification No.)

JOHN R. LEEKLEY  
Senior Vice President and General Counsel  
Masco Corporation  
21001 Van Born Road  
Taylor, MI 48180  
(313) 274-7400  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:  
JOHN M. BRANDOW  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:  [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  [X] 333-73802

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  [ ] \_\_\_\_\_

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: [ ].

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 CALCULATION OF REGISTRATION FEE  
 =====

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration |
|--|-------------------------|---|--|------------------------|
| Debt Securities(2).....                            | \$56,744,000            | 100%  | \$56,744,000                                 | \$5,220.45             |

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933 and exclusive of accrued interest.

(2) The registrant has previously registered securities with a maximum initial offering price of \$1,249,991,452 pursuant to registration statement on Form S-3 (Registration No. 333-73802), as amended (the "Shelf Registration Statement"). As of the date of this registration statement, the aggregate initial offering price of securities which remain to be issued pursuant to the Shelf Registration Statement is \$301,600,000.

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 Incorporation by Reference of Registration Statement on Form S-3, File No. 333-73802

Masco Corporation (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-73802) declared effective on January 8, 2002 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

| Exhibit Number | Description   |
|----------------|---|
| 5              | Opinion of John R. Leekley  |
| 23.1           | Consent of PricewaterhouseCoopers LLP   |
| 23.2           | Consent of John R. Leekley (included in Exhibit 5)  |
| 25             | Powers of Attorney (included on signature page of Registration Statement on Form S-3, File No. 333-73802) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taylor, State of Michigan, on this 10th day of October, 2002.

MASCO CORPORATION

By: /s/ Timothy Wadhams

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Name: Timothy Wadhams  
Title: Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity and on the dates indicated.

Signature

Title

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PRINCIPAL EXECUTIVE OFFICER:

\*

Chairman and Chief Executive Officer and  
Director

-----  
Richard A. Manoogian

PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER:

/s/ Timothy Wadhams

Vice President and Chief Financial Officer

-----  
Timothy Wadhams

\*

Director

-----  
Thomas G. Denomme

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Director

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Peter A. Dow

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Director

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Anthony F. Earley, Jr.

\*

Director

-----  
Verne G. Istock

Signature

Title

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|                                    |                                       |
|------------------------------------|---------------------------------------|
| *<br>-----<br>Raymond F. Kennedy   | President and Chief Operating Officer |
| *<br>-----<br>Wayne B. Lyon        | Director                              |
| *<br>-----<br>Mary Ann Van Lokeren | Director                              |

\*By: /s/ Timothy Wadhams  
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Attorney-in-fact

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