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MASCO CORP /DE/
Form S-8
October 30, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 30, 2003

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MASCO CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

38-1794
(IRS Employer Identification Number)

21001 VAN BORN ROAD
TAYLOR, MICHIGAN 48180
(313) 274-7400
(Address of Principal Executive Offices)

MASCO CORPORATION 1991 LONG TERM STOCK INCENTIVE PLAN
(Full Title of the Plan)

JOHN R. LEEKLEY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
MASCO CORPORATION
21001 VAN BORN ROAD
TAYLOR, MICHIGAN 48180
(313) 274-7400
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) |
|--|----------------------------|--|--|
| Common Stock (par value \$1.00 per share) (3) | 20,000,000 | \$26.49 | \$529,800,000 |

(1) Pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of additional shares of Common Stock as may be issuable by reason of the antidilution provisions of the Plan in the event of stock splits, stock dividends or similar transactions.

(2) Computed solely for the purpose of determining the registration fee

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pursuant to Rule 457(h) and based on the average of the high and low prices of the Common Stock on the New York Stock Exchange on October 23, 2003.

- (3) Includes related Preferred Stock Purchase Rights under Registrant's Rights Agreement.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Masco Corporation (the "Company" or "Registrant") for the purpose of registering additional shares for issuance under the Company's 1991 Long Term Stock Incentive Plan. Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 33-42229) previously filed by the Registrant with the Securities and Exchange Commission on August 12, 1991 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

| EXHIBIT NO. | DESCRIPTION |
|-------------|--|
| 4.a | Restated Certificate of Incorporation of the Company. (Incorporated herein by reference to the Exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2002). |
| 4.b | Bylaws of the Company. (Incorporated by reference to the Exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2002). |
| 4.c | Rights Agreement dated as of December 6, 1995, between the Company and The Bank of New York, as Rights Agent, as amended by Amendment No. 1 dated as of September 23, 1998. (Incorporated herein by reference to the Exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2000). |
| *5 | Opinion of John R. Leekley. |
| *23 | Consent of PricewaterhouseCoopers LLP relating to the financial statements and financial statement schedule of the Company. |
| *24 | Power of Attorney, included on the signature pages of this Registration Statement on Form S-8. |
| 99 | Masco Corporation 1991 Long Term Stock Incentive Plan (amended and restated September 13, 2000). (Incorporated herein by reference to the Exhibits filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2000). |

*Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taylor and the State of Michigan on this 30th day of October, 2003.

MASCO CORPORATION

By /s/Richard A. Manoogian

Richard A. Manoogian
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A. Manoogian and Eugene A. Gargaro, Jr., and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

| SIGNATURE | TITLE | DATE |
|--|--|------------------|
| PRINCIPAL EXECUTIVE OFFICER: | | |
| /s/Richard A. Manoogian ----- Richard A. Manoogian | Chairman of the Board and Chief Executive Officer | October 30, 2003 |
| PRINCIPAL FINANCIAL OFFICER AND PRINCIPAL ACCOUNTING OFFICER: | | |
| /s/Timothy Wadhams ----- Timothy Wadhams | Vice President and Chief Financial Officer | October 30, 2003 |

| | | |
|--|----------|------------------|
| /s/Thomas G. Denomme ----- Thomas G. Denomme | Director | October 30, 2003 |
| /s/Peter A. Dow ----- Peter A. Dow | Director | October 30, 2003 |
| /s/Anthony F. Earley, Jr. ----- Anthony F. Earley, Jr. | Director | October 30, 2003 |
| /s/Verne G. Istock ----- Verne G. Istock | Director | October 30, 2003 |
| /s/Wayne B. Lyon ----- Wayne B. Lyon | Director | October 30, 2003 |
| /s/Mary Ann Van Lokeren ----- Mary Ann Van Lokeren | Director | October 30, 2003 |

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INDEX TO EXHIBITS

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