

MASCO CORP /DE/  
Form 8-K/A  
July 27, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K/A  
(Amendment No. 1)  
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 of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>21001 Van Born Road, Taylor, Michigan</b>		<b>48180</b>
(Address of Principal Executive Offices)		(Zip Code)
	<b>(313) 274-7400</b>	

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

After considering the advisory vote of the Company's stockholders as to the frequency for which the Company will include in its proxy materials a non-binding advisory vote on the compensation of its executives (a say-on-pay vote), on July 21, 2011 the Board of Directors determined to include, on an annual basis, a say-on-pay vote in its proxy materials until the Company is required, or the Board of Directors deems it appropriate, to submit to the stockholders a proposal to select, by advisory vote, the frequency of the say-on-pay vote, whichever is earlier.

**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

July 27, 2011