

Edgar Filing: MASCO CORP /DE/ - Form S-8

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 Id)

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

## Edgar Filing: MASCO CORP /DE/ - Form S-8

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.

Edgar Filing: MASCO CORP /DE/ - Form S-8

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

-4-

INDEX TO 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

## Edgar Filing: MASCO CORP /DE/ - Form S-8

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.