

MASCO CORP /DE/  
Form 8-K/A  
April 02, 2012

**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): March 30, 2012**

**Masco Corporation**

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

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**21001 Van Born Road, Taylor, Michigan**  
(Address of Principal Executive Offices)  
**(313) 274-7400**

**48180**  
(Zip Code)

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The following supplements the disclosure set forth in Masco Corporation's Form 8-K dated August 19, 2011 and filed with the Securities and Exchange Commission on August 24, 2011.

As previously disclosed, Anthony F. Earley, Jr. previously advised us that, in connection with his appointment as the Chairman, CEO, and President of PG&E Corporation, the parent company of California utility Pacific Gas & Electric, his responsibilities at PG&E would preclude him from continuing to serve on our Board of Directors. On March 30, 2012, Mr. Earley informed us that he will resign from our Board of Directors effective immediately prior to our Annual Meeting of Stockholders on May 8, 2012.

**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

April 2, 2012