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MASCO CORP /DE/  
Form 8-K  
October 29, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) October 29, 2002

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Masco Corporation  
(Exact name of Registrant as Specified in Charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	1-5794 ----- (Commission File Number)	38-1794485 ----- (IRS Employer Identification No.)
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21001 Van Born Road, Taylor, Michigan ----- (Address of Principal Executive Offices)	48180 ----- (Zip Code)
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(313) 274-7400  
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Registrant's telephone number, including area code

Item 5. Other Events

On October 29, 2002 the Company issued a press release announcing preliminary settlement of certain previously reported class action litigation relating to products formerly manufactured by the Company's Behr Process Corporation subsidiary, reaffirming third quarter earnings guidance and announcing its third quarter 2002 conference call. A copy of the press release is included as Exhibit 99.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

99 Press Release dated October 29, 2002

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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/ Timothy Wadhams

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

October 29, 2002

EXHIBIT INDEX

99 Press Release dated October 29, 2002.