

MASCO CORP /DE/  
Form 10-Q  
July 28, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

**o QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2011**

**Commission file number: 1-5794**

**Masco Corporation**

(Exact name of Registrant as Specified in its Charter)

**Delaware**

**38-1794485**

(State or Other Jurisdiction  
of Incorporation)

(IRS Employer  
Identification No.)

**21001 Van Born Road, Taylor, Michigan**

**48180**

(Address of Principal Executive Offices)

(Zip Code)

**(313) 274-7400**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Smaller reporting company  Non-accelerated filer   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Shares Outstanding at July 25, 2011
Common stock, par value \$1.00 per share	357,900,000



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**MASCO CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**  
**June 30, 2011 and December 31, 2010**  
(In Millions, Except Share Data)

	<b>June 30, 2011</b>	<b>December 31, 2010</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash investments	\$ 1,611	\$ 1,715
Receivables	1,188	888
Prepaid expenses and other	131	129
Inventories:		
Finished goods	493	393
Raw material	307	246
Work in process	101	93
	901	732
Total current assets	3,831	3,464
Property and equipment, net	1,698	1,737
Goodwill	2,399	2,383
Other intangible assets, net	266	269
Other assets	224	287
Total assets	\$ 8,418	\$ 8,140
<b>LIABILITIES</b>		
Current liabilities:		
Notes payable	\$ 65	\$ 66
Accounts payable	921	602
Accrued liabilities	814	819
Total current liabilities	1,800	1,487
Long-term debt	4,027	4,032
Deferred income taxes and other	1,054	1,039
Total liabilities	6,881	6,558
Commitments and contingencies		
<b>EQUITY</b>		
Masco Corporation's shareholders' equity:	348	349

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Common shares, par value \$1 per share Authorized shares: 1,400,000,000; issued and outstanding:

2011 347,500,000; 2010 348,600,000

Preferred shares authorized: 1,000,000; issued and outstanding: 2011 None; 2010 None

Paid-in capital	37	42
Retained earnings	628	720
Accumulated other comprehensive income	302	273
Total Masco Corporation s shareholders equity	1,315	1,384
Noncontrolling interest	222	198
Total equity	1,537	1,582
Total liabilities and equity	\$ 8,418	\$ 8,140

See notes to condensed consolidated financial statements.

**MASCO CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**  
**For the Three Months and Six Months Ended June 30, 2011 and 2010**  
(In Millions Except Per Common Share Data)

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net sales	\$ 2,022	\$ 2,048	\$ 3,794	\$ 3,900
Cost of sales	1,490	1,502	2,837	2,862
Gross profit	532	546	957	1,038
Selling, general and administrative expenses	441	427	845	841
Operating profit	91	119	112	197
Other income (expense), net:				
Interest expense	(64)	(67)	(127)	(125)
Impairment charge for financial investments		(33)		(33)
Other, net	31	(3)	52	(1)
	(33)	(103)	(75)	(159)
Income before income taxes	58	16	37	38
Income tax expense	38	4	51	22
Net income (loss)	20	12	(14)	16
Less: Net income attributable to noncontrolling interest	(12)	(9)	(24)	(20)
Net income (loss) attributable to Masco Corporation	\$ 8	\$ 3	\$ (38)	\$ (4)
<b>Earnings (loss) per common share attributable to Masco Corporation:</b>				
Basic:				
Net income (loss)	\$ .02	\$ .01	\$ (.11)	\$ (.02)
Diluted:				
Net income (loss)	\$ .02	\$ .01	\$ (.11)	\$ (.02)
<b>Amounts attributable to Masco Corporation:</b>				
Net income (loss)	\$ 8	\$ 3	\$ (38)	\$ (4)

See notes to condensed consolidated financial statements.

**MASCO CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
**For the Six Months Ended June 30, 2011 and 2010**  
(In Millions)

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>CASH FLOWS FROM (FOR) OPERATING ACTIVITIES:</b>		
Cash provided by operations	\$ 123	\$ 212
(Increase) in receivables	(293)	(204)
(Increase) in inventories	(151)	(122)
Increase in accounts payable and accrued liabilities, net	290	181
Net cash (for) from operating activities	(31)	67
<b>CASH FLOWS FROM (FOR) FINANCING ACTIVITIES:</b>		
Increase in debt		2
Payment of debt	(2)	(2)
Credit Agreement costs	(1)	(9)
Issuance of Notes, net of issuance costs		494
Retirement of Notes		(359)
Purchase of Company common stock	(30)	(45)
Dividend payment to noncontrolling interest	(18)	(15)
Cash dividends paid	(54)	(54)
Net cash (for) from financing activities	(105)	12
<b>CASH FLOWS FROM (FOR) INVESTING ACTIVITIES:</b>		
Capital expenditures	(67)	(62)
Proceeds from disposition of:		
Marketable securities	49	
Other financial investments	15	2
Property and equipment	10	6
Purchases of other financial investments	(6)	
Other, net	3	(13)
Net cash from (for) investing activities	4	(67)
Effect of exchange rate changes on cash and cash investments	28	(41)
<b>CASH AND CASH INVESTMENTS:</b>		



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Decrease for the period	(104)	(29)
At January 1	1,715	1,413
At June 30	\$ 1,611	\$ 1,384

See notes to condensed consolidated financial statements.

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**MASCO CORPORATION and Consolidated Subsidiaries (Unaudited)**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**  
**for the periods ended June 30, 2011 and June 30, 2010**

(In Millions, Except Per Share Data)

	<b>Total</b>	<b>Common Shares (\$1 par value)</b>	<b>Paid-In Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Noncontrolling Interest</b>
<b>Balance, January 1, 2010</b>	\$ 2,817	\$ 350	\$ 42	\$ 1,871	\$ 366	\$ 188
Net (loss) income	16			(4)		20
Cumulative translation adjustments	(131)				(100)	(31)
Unrealized (loss) on marketable securities, net of income tax benefit of \$4	(8)				(8)	
Unrecognized prior service cost and net loss, net of income tax of \$1	4				4	
<b>Total comprehensive loss</b>	<b>(119)</b>					
Shares issued	(1)	1	(2)			
Shares retired:						
Repurchased	(45)	(3)	(42)			
Surrendered (non-cash)	(5)		(5)			
Cash dividends declared	(54)			(54)		
Dividend payment to noncontrolling interest	(15)					(15)
Stock-based compensation	30		30			
<b>Balance, June 30, 2010</b>	<b>\$ 2,608</b>	<b>\$ 348</b>	<b>\$ 23</b>	<b>\$ 1,813</b>	<b>\$ 262</b>	<b>\$ 162</b>
<b>Balance, January 1, 2011</b>	<b>1,582</b>	<b>349</b>	<b>42</b>	<b>720</b>	<b>273</b>	<b>198</b>
Net (loss) income	(14)			(38)		24
Cumulative translation adjustments	80				62	18
Unrealized (loss) on marketable securities, net of income tax of \$	(38)				(38)	
Unrecognized prior service cost and net loss, net of income tax of \$	5				5	
<b>Total comprehensive income</b>	<b>33</b>					
Shares issued		2	(2)			
Shares retired:						

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Repurchased	(30)	(2)	(28)				
Surrendered (non-cash)	(7)	(1)	(6)				
Cash dividends declared	(54)			(54)			
Dividend payment to noncontrolling interest	(18)						(18)
Stock-based compensation	31		31				
<b>Balance, June 30, 2011</b>	<b>\$ 1,537</b>	<b>\$ 348</b>	<b>\$ 37</b>	<b>\$ 628</b>	<b>\$ 302</b>	<b>\$</b>	<b>222</b>

See notes to consolidated financial statements.

**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

Organization Consolidation And Presentation Of Financial Statements Disclosure

A. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments, of a normal recurring nature, necessary to present fairly its financial position as at June 30, 2011 and the results of operations for the three months and six months ended June 30, 2011 and 2010 and cash flows and shareholders' equity for the six months ended June 30, 2011 and 2010. The condensed consolidated balance sheet at December 31, 2010 was derived from audited financial statements.

*Recently Issued Accounting Pronouncements*

Effective January 1, 2011, the Company adopted new accounting guidance which addresses how to determine whether a sales arrangement involves multiple deliverables or contains more than one unit of accounting, and how the sales arrangement consideration should be allocated among the separate units of accounting. The Company evaluated this new guidance and the adoption did not have an impact on the Company's financial position or its results of operations.

## MASCO CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

## Goodwill And Intangible Assets Disclosure

B. The changes in the carrying amount of goodwill for the six months ended June 30, 2011, by segment, were as follows, in millions:

	<b>Gross Goodwill At June 30, 2011</b>	<b>Accumulated Impairment Losses</b>	<b>Net Goodwill At June 30, 2011</b>
Cabinets and Related Products	\$ 590	\$ (364)	\$ 226
Plumbing Products	549	(340)	209
Installation and Other Services	1,819	(762)	1,057
Decorative Architectural Products	294		294
Other Specialty Products	980	(367)	613
Total	\$ 4,232	\$ (1,833)	\$ 2,399

	<b>Gross Goodwill At Dec. 31, 2010</b>	<b>Accumulated Impairment Losses</b>	<b>Net Goodwill At Dec. 31, 2010</b>	<b>Other (A)</b>	<b>At June 30, 2011</b>
Cabinets and Related Products	\$ 587	\$ (364)	\$ 223	\$ 3	\$ 226
Plumbing Products	536	(340)	196	13	209
Installation and Other Services	1,819	(762)	1,057		1,057
Decorative Architectural Products	294		294		294
Other Specialty Products	980	(367)	613		613
Total	\$ 4,216	\$ (1,833)	\$ 2,383	\$ 16	\$ 2,399

(A) Other principally includes the effect of foreign currency translation.

Other indefinite-lived intangible assets were \$186 million and \$185 million at June 30, 2011 and December 31, 2010, respectively, and principally included registered trademarks. The carrying value of the Company's definite-lived intangible assets was \$80 million (net of accumulated amortization of \$78 million) at June 30, 2011 and \$84 million (net of accumulated amortization of \$75 million) at December 31, 2010, and principally included customer relationships and non-compete agreements.

**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Depreciation And Amortization Expense

C. Depreciation and amortization expense was \$137 million for both the six months ended June 30, 2011 and 2010.

Fair Value Disclosures

D. The Company has maintained investments in available-for-sale securities and a number of private equity funds, principally as part of its tax planning strategies, as any gains enhance the utilization of any current and future tax capital losses. Financial investments included in other assets were as follows, in millions:

	June 30, 2011	December 31, 2010
Auction rate securities	\$ 22	\$ 22
TriMas Corporation common stock		40
Total recurring investments	22	62
Private equity funds	101	106
Other investments	9	13
Total non-recurring investments	110	119
Total	\$ 132	\$ 181

The Company's investments in available-for-sale securities at June 30, 2011 and December 31, 2010 were as follows, in millions:

	Cost Basis	Pre-tax Unrealized Gains	Pre-tax Unrealized Losses	Recorded Basis
June 30, 2011	\$ 19	\$ 3	\$	\$ 22
December 31, 2010	\$ 22	\$ 40	\$	\$ 62

*Recurring Fair Value Measurements.* Financial assets and (liabilities) measured at fair value on a recurring basis at each reporting period and the amounts for each level within the fair value hierarchy were as follows, in millions:

	June 30, 2011	Fair Value Measurements Using Quoted Market Prices (Level 1)	Fair Value Measurements Using Significant Other Inputs (Level 2)	Fair Value Measurements Using Significant Observable Inputs (Level 3)
<b>Unobservable</b>				
Auction rate securities	\$ 22	\$	\$	\$ 22
Total	\$ 22	\$	\$	\$ 22

Fair Value Measurements Using  
Quoted Significant Significant

	<b>Dec. 31, 2010</b>	<b>Market Prices (Level 1)</b>	<b>Other Inputs (Level 2)</b>	<b>Observable Inputs (Level 3)</b>
<b>Unobservable</b>				
Auction rate securities	\$ 22	\$	\$	\$ 22
TriMas Corporation	40	40		
<b>Total</b>	<b>\$ 62</b>	<b>\$ 40</b>	<b>\$</b>	<b>\$ 22</b>

**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note D continued:

The fair value of the auction rate securities held by the Company have been estimated, on a recurring basis, using a discounted cash flow model (Level 3 input). The significant inputs in the discounted cash flow model used to value the auction rate securities include: expected maturity of auction rate securities, discount rate used to determine the present value of expected cash flows and the assumptions for credit defaults, since the auction rate securities are backed by credit default swap agreements.

The following tables summarize the changes in Level 3 financial assets measured at fair value on a recurring basis for the six months ended June 30, 2011 and the year ended December 31, 2010, in millions:

	<b>Auction Rate Securities</b>
Fair value January 1, 2011	\$ 22
Total losses included in earnings	
Unrealized (losses)	
Purchases	
Settlements	
Transfer from Level 3 to Level 2	
Fair value at June 30, 2011	\$ 22

During 2010, the Company converted all of its holdings in Asahi Tec preferred stock into common stock, which was sold in its entirety in 2010 in open market transactions.

	<b>Asahi Tec Preferred Stock</b>	<b>Auction Rate Securities</b>	<b>Total</b>
Fair value January 1, 2010	\$ 71	\$ 22	\$ 93
Total losses included in earnings	(28)		(28)
Unrealized losses	(23)		(23)
Purchases, issuances, settlements			
Transfers from Level 3 to Level 2	(20)		(20)
Fair value at December 31, 2010	\$	\$ 22	\$ 22

Non-Recurring Fair Value Measurements. For the six months ended June 30, 2011 and 2010, the Company did not measure any financial investments on a non-recurring basis, as there was no other-than-temporary decline in the estimated value of private equity funds. Financial investments measured at fair value on a non-recurring basis during 2010 and the amounts for each level within the fair value hierarchy were as follows, in millions:

<b>Fair Value Measurements Using Significant</b>			
<b>Quoted Market Prices</b>	<b>Other Observable Inputs</b>	<b>Significant Unobservable Inputs</b>	<b>Total Gains</b>



	<b>Dec. 31, 2010</b>	<b>(Level 1)</b>	<b>(Level 2)</b>	<b>(Level 3)</b>	<b>(Losses)</b>
Private equity funds	\$ 2	\$	\$	\$ 2	\$ (4)
Other private investments					(2)
	\$ 2	\$	\$	\$ 2	\$ (6)

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**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note D concluded:

The Company did not have any transfers between Level 1 and Level 2 financial assets in the first six months of 2011 or in the full-year 2010.

Income and impairment charges for financial investments were as follows, in millions:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Realized gains from:				
TriMas Corporation common stock	\$ 27	\$	\$ 41	\$
Private equity funds	6	1	9	1
Total realized gains	\$ 33	\$ 1	\$ 50	\$ 1
Impairment charges:				
Asahi Tec Preferred Stock	\$	\$ (28)	\$	\$ (28)
Private equity funds		(3)		(3)
Other private investments		(2)		(2)
Total impairment charges	\$	\$ (33)	\$	\$ (33)

The fair value of the Company's short-term and long-term fixed-rate debt instruments is based principally upon quoted market prices for the same or similar issues or the current rates available to the Company for debt with similar terms and remaining maturities. The aggregate estimated market value of short-term and long-term debt at June 30, 2011 was approximately \$4.1 billion, compared with the aggregate carrying value of \$4.1 billion. The aggregate estimated market value of short-term and long-term debt at December 31, 2010 was approximately \$4.2 billion, compared with the aggregate carrying value of \$4.1 billion.

**Derivative Instruments And Hedging Activities Disclosure**

E. During 2011 and 2010, the Company entered into foreign currency exchange contracts to hedge currency fluctuations related to intercompany loans denominated in non-functional currencies. At June 30, 2011, the Company had recorded (losses) of \$(4) million on the foreign currency exchange contracts, which is partially offset by gains related to the translation of loans and accounts denominated in non-functional currencies. Gains (losses) related to these contracts are recorded in the Company's consolidated statements of income in other income (expense), net. For the six months ended June 30, 2011 and 2010, the Company had recorded gains net of \$ million and \$5 million, respectively, related to these foreign currency exchange contracts. For the three months ended June 30, 2011 and 2010, the Company had recorded gains net of \$4 million and \$1 million, respectively, related to these foreign currency exchange contracts.

During 2011 and 2010, the Company, including certain European operations, also entered into foreign currency forward contracts to manage a portion of its exposure to currency fluctuations in the European euro and the U.S. dollar. Based upon period-end market prices, the Company had recorded liabilities of \$2 million and \$3 million to reflect contract prices at June 30, 2011 and December 31, 2010, respectively. Gains (losses) related to these contracts are recorded in the Company's consolidated statements of income in other income (expense), net. For the six months ended June 30, 2011 and 2010, the Company had recorded gains (losses) net of \$1 million and \$(2) million, respectively, related to these foreign currency exchange contracts. For the three months ended June 30, 2011 and 2010, the Company had recorded (losses) net of \$(1) million and \$(1) million, respectively, related to these foreign currency exchange contracts.



**MASCO CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note E concluded:

In the event that the counterparties fail to meet the terms of the foreign currency forward contracts, the Company's exposure is limited to the aggregate foreign currency rate differential with such institutions.

During 2011 and 2010, the Company entered into several contracts to manage its exposure to increases in the price of copper and zinc. Based upon period-end market prices, the Company had recorded assets of \$6 million and \$7 million to reflect contract prices at June 30, 2011 and December 31, 2010, respectively. Gains (losses) related to these contracts are recorded in the Company's consolidated statements of income in cost of goods sold. For the six months ended June 30, 2011 and 2010, the Company had recorded (losses) net of \$(1) million and \$(1) million, respectively, related to these commodity contracts. For the three months ended June 30, 2011 and 2010, the Company had recorded (losses) net of \$(1) million and \$(2) million, respectively, related to these commodity contracts.

The fair value of these derivative contracts is estimated on a recurring basis, quarterly, using Level 2 inputs (significant other observable inputs).

Product Warranty Disclosure

F. Changes in the Company's warranty liability were as follows, in millions:

	<b>Six Months Ended June 30, 2011</b>	<b>Twelve Months Ended December 31, 2010</b>
Balance at January 1	\$ 107	\$ 109
Accruals for warranties issued during the period	14	42
Accruals related to pre-existing warranties	4	(4)
Settlements made (in cash or kind) during the period	(19)	(37)
Other, net		(3)
Balance at end of period	\$ 106	\$ 107

Debt Disclosure

G. Based on the limitations of the debt to total capitalization covenant, at June 30, 2011, the Company had additional borrowing capacity, subject to availability, of up to \$987 million. Additionally, at June 30, 2011, the Company could absorb a reduction to shareholders' equity of approximately \$531 million, and remain in compliance with the debt to total capitalization covenant.

In order to borrow under the Credit Agreement, there must not be any default in the Company's covenants in the credit agreement (i.e., in addition to the two financial covenants, principally limitations on subsidiary debt, negative pledge restrictions, legal compliance requirements and maintenance of properties and insurance) and the Company's representations and warranties in the credit agreement must be true in all material respects on the date of borrowing (i.e., principally no material adverse change or litigation likely to result in a material adverse change, since December 31, 2009, in each case, no material ERISA or environmental non-compliance and no material tax deficiency). The Company was in compliance with all covenants and no borrowings have been made at June 30, 2011.

**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note G concluded:

At June 30, 2011, there were outstanding \$108 million principal amount at maturity of Zero Coupon Convertible Senior Notes due 2031 ( Notes ), with an accreted value of \$58 million, which has been classified as short-term debt. Holders of the Notes have the option to require the Notes be repurchased by the Company on July 20, 2011 and every five years thereafter. As of July 25, 2011, holders of \$107.7 million principal amount at maturity with an accreted value of \$57.9 million of Notes have required the Company to repurchase the Notes for cash.

**Disclosure Of Compensation Related Costs Share Based Payments**

H. The Company's 2005 Long Term Stock Incentive Plan (the 2005 Plan ) provides for the issuance of stock-based incentives in various forms to employees and non-employee Directors of the Company. At June 30, 2011, outstanding stock-based incentives were in the form of long-term stock awards, stock options, phantom stock awards and stock appreciation rights. Pre-tax compensation expense and the related income tax benefit, for these stock-based incentives, were as follows, in millions:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Long-term stock awards	\$ 9	\$ 9	\$ 19	\$ 19
Stock options	6	6	11	11
Phantom stock awards and stock appreciation rights	(1)	(4)	2	(1)
<b>Total</b>	<b>\$ 14</b>	<b>\$ 11</b>	<b>\$ 32</b>	<b>\$ 29</b>
Income tax benefit	\$ 5	\$ 4	\$ 12	\$ 11

**Long-Term Stock Awards**

Long-term stock awards are granted to key employees and non-employee Directors of the Company and do not cause net share dilution inasmuch as the Company continues the practice of repurchasing and retiring an equal number of shares on the open market.

The Company's long-term stock award activity was as follows, shares in millions:

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>
Unvested stock award shares at January 1	10	9
Weighted average grant date fair value	\$19	\$21
Stock award shares granted	2	3
Weighted average grant date fair value	\$13	\$14
Stock award shares vested	1	1
Weighted average grant date fair value	\$19	\$23
Stock award shares forfeited		
Weighted average grant date fair value	\$18	\$20

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Unvested stock award shares at June 30		11	11
Weighted average grant date fair value		\$17	\$19
	11		

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**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note H continued:

At June 30, 2011 and 2010, there was \$134 million and \$145 million, respectively, of total unrecognized compensation expense related to unvested stock awards; such awards had a weighted average remaining vesting period of five years and six years, respectively.

The total market value (at the vesting date) of stock award shares which vested during the six months ended June 30, 2011 and 2010 was \$23 million and \$17 million, respectively.

**Stock Options**

Stock options are granted to key employees of the Company. The exercise price equals the market price of the Company's common stock at the grant date. These options generally become exercisable (vest ratably) over five years beginning on the first anniversary from the date of grant and expire no later than 10 years after the grant date.

The Company granted 2,372,500 of stock option shares in the six months ended June 30, 2011 with a grant date exercise price approximating \$13 per share. In the first six months of 2011, 2,591,700 stock option shares were forfeited (including options that expired unexercised).

## MASCO CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note H continued:

The Company's stock option activity was as follows, shares in millions:

	Six Months Ended June 30,	
	2011	2010
Option shares outstanding, January 1	37	36
Weighted average exercise price	\$ 21	\$ 23
Option shares granted, including restoration options	2	5
Weighted average exercise price	\$ 13	\$ 14
Option shares exercised		
Aggregate intrinsic value on date of exercise (A)	\$ 1 million	\$ 1 million
Weighted average exercise price	\$ 8	\$ 8
Option shares forfeited	2	3
Weighted average exercise price	\$ 22	\$ 23
Option shares outstanding, June 30	37	38
Weighted average exercise price	\$ 21	\$ 21
Weighted average remaining option term (in years)	6	6
Option shares vested and expected to vest, June 30	37	37
Weighted average exercise price	\$ 21	\$ 21
Aggregate intrinsic value (A)	\$ 20 million	\$ 14 million
Weighted average remaining option term (in years)	6	6
Option shares exercisable (vested), June 30	24	22
Weighted average exercise price	\$ 24	\$ 25
Aggregate intrinsic value (A)	\$ 8 million	\$ 3 million
Weighted average remaining option term (in years)	5	5

(A) Aggregate intrinsic value is calculated using the Company's stock price at each respective date, less the exercise price (grant date price) multiplied by the number of shares.

At June 30, 2011 and 2010, there was \$45 million and \$56 million, respectively, of unrecognized compensation expense (using the Black-Scholes option pricing model) related to unvested stock options; such options had a weighted average vesting period of three years in both 2011 and 2010.



## MASCO CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note H concluded:

The weighted average grant date fair value of option shares granted and the assumptions used to estimate those values using a Black-Scholes option pricing model, were as follows:

	Six Months Ended June 30,	
	2011	2010
Weighted average grant date fair value	\$ 5.10	\$ 5.30
Risk-free interest rate	2.72%	2.77%
Dividend yield	2.34%	2.17%
Volatility factor	49.00%	46.01%
Expected option life	6 years	6 years

## Pension And Other Postretirement Benefits Disclosure

I. The Company sponsors qualified defined-benefit or defined-contribution retirement plans for most of its employees. In addition to the Company's qualified defined-benefit pension plans, the Company has unfunded non-qualified defined-benefit pension plans covering certain employees, which provide for benefits in addition to those provided by the qualified pension plans. Substantially all salaried employees participate in non-contributory defined-contribution retirement plans, to which payments are determined annually by the Organization and Compensation Committee of the Board of Directors.

During the six months ended June 30, 2011, the Company adjusted certain employee expense related accruals which resulted in a \$5 million reduction to expenses related to the fourth quarter of 2010. The effect was not material to the previously issued financial statements.

Effective January 1, 2010, the Company froze all future benefit accruals under substantially all of the Company's domestic qualified and non-qualified defined-benefit pension plans. Future benefit accruals related to the Company's foreign non-qualified plans were frozen several years ago.

Net periodic pension cost for the Company's defined-benefit pension plans was as follows, in millions:

	Three Months Ended June 30,			
	2011		2010	
	Qualified	Non-Qualified	Qualified	Non-Qualified
Service cost	\$	\$	\$ 1	\$
Interest cost	11	2	12	2
Expected return on plan assets	(8)		(10)	
Amortization of prior service cost				
Amortization of net loss	3		3	
Net periodic pension cost	\$ 6	\$ 2	6	2

	Six Months Ended June 30,			
	2011		2010	
	Qualified	Non-Qualified	Qualified	Non-Qualified
Service cost	\$ 1	\$	\$ 2	\$
Interest cost	22	4	23	4
Expected return on plan assets	(16)		(18)	

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Amortization of prior service cost				
Amortization of net loss	5		5	
Net periodic pension cost	\$ 12	\$ 4	\$ 12	\$ 4
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**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note I concluded:

At December 31, 2010, the Company reported a net liability of \$522 million, of which \$163 million was related to our non-qualified, supplemental retirement plans, which are not subject to the funding requirements of the Pension Protection Act. In accordance with the Pension Protection Act of 2006, the Adjusted Funding Target Attainment Percentage ( AFTAP ) for the various defined-benefit pension plans ranges from 62 percent to 86 percent. At December 31, 2010, the Company had one plan that offered accelerated benefits (i.e., lump sum distributions) and the AFTAP for that plan is less than 80 percent; therefore, the plan is prohibited from allowing participants to receive any lump sum distribution in excess of 50 percent of the benefit value. In addition, plan amendments increasing benefits or liabilities for that plan are also prohibited.

## MASCO CORPORATION

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

## Segment Reporting Disclosure

J. Information about the Company by segment and geographic area was as follows, in millions:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2011	2010	2011	2010	2011	2010	2011	2010
	Net Sales (A)		Operating Profit (Loss)		Net Sales (A)		Operating Profit (Loss)	
The Company's operations by segment were:								
Cabinets and Related Products	\$ 330	\$ 400	\$ (27)	\$ (37)	\$ 637	\$ 803	\$ (77)	\$ (52)
Plumbing Products	761	682	95	86	1,471	1,345	179	170
Installation and Other Services	294	309	(26)	(23)	548	582	(66)	(65)
Decorative Architectural Products	492	505	90	109	867	894	159	196
Other Specialty Products	145	152		11	271	276	(10)	5
Total	\$ 2,022	\$ 2,048	\$ 132	\$ 146	\$ 3,794	\$ 3,900	\$ 185	\$ 254
The Company's operations by geographic area were:								
North America	\$ 1,563	\$ 1,659	\$ 87	\$ 114	\$ 2,896	\$ 3,089	\$ 98	\$ 178
International, principally Europe	459	389	45	32	898	811	87	76
Total	\$ 2,022	\$ 2,048	132	146	\$ 3,794	\$ 3,900	185	254
General corporate expense, net			(36)	(27)			(68)	(57)
Charge for litigation settlement (B)			(5)				(5)	
Operating profit			91	119			112	197
Other income (expense), net			(33)	(103)			(75)	(159)
Income before income taxes			\$ 58	\$ 16			\$ 37	\$ 38

(A) Inter-segment sales were not material.

**(B)** Charge for litigation settlement relates to a business unit in the Other Specialty Products segment.

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**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Other Income And Other Expense Disclosure

K. Other, net, which is included in other income (expense), net, was as follows, in millions:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Income from cash and cash investments	\$ 1	\$ 1	\$ 3	\$ 2
Income from financial investments (Note D)	33	1	50	1
Other items, net	(3)	(5)	(1)	(4)
<b>Total other net</b>	<b>\$ 31</b>	<b>\$ (3)</b>	<b>\$ 52</b>	<b>\$ (1)</b>

Other items, net, included \$3 million and \$1 million of currency losses for the three months and six months ended June 30, 2011, respectively. Other items, net, included \$5 million and \$6 million of currency losses for the three months and six months ended June 30, 2010, respectively.

Earnings Per Share

L. Reconciliations of the numerators and denominators used in the computations of basic and diluted earnings per common share were as follows, in millions:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Numerator (basic and diluted):				
Net income (loss)	\$ 8	\$ 3	\$ (38)	\$ (4)
Allocation to unvested restricted stock awards	(1)	(1)	(2)	(1)
Net income (loss) attributable to common shareholders	7	2	(40)	(5)
Net income (loss) available to common shareholders	\$ 7	\$ 2	\$ (40)	\$ (5)
Denominator:				
Basic common shares (based upon weighted average)	348	348	348	349
Add:				
Contingent common shares				
Stock option dilution	1	1		
Diluted common shares	349	349	348	349

For the three months and six months ended June 30, 2011 and 2010, the Company allocated dividends to the unvested restricted stock awards (participating securities).

At June 30, 2011 and 2010, the Company did not include any common shares related to the Zero Coupon Convertible Senior Notes ( Notes ) in the calculation of diluted earnings per common share, as the price of the Company's common stock at June 30, 2011 and 2010 did not exceed the equivalent accreted value of the Notes.

Additionally, 36 million common shares and 37 million common shares, respectively, for the three months and six months ended June 30, 2011 and 37 million common shares and 38 million common shares, respectively, for

the three months and six months ended June 30, 2010 related to stock options were excluded from the computation of diluted earnings per common share due to their antidilutive effect.

**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)**

Note L concluded:

In the first six months of 2011, the Company granted 2 million shares of long-term stock awards; to offset the dilutive impact of these awards, the Company also repurchased and retired approximately 2 million shares of Company common stock, for cash aggregating \$30 million. At June 30, 2011, the Company had 25 million shares of its common stock remaining under the July 2007 Board of Directors repurchase authorization.

On the basis of amounts paid (declared), cash dividends per common share were \$.075 (\$.075) and \$.15 (\$.15), respectively, for the three months and six months ended June 30, 2011 and the three months and six months ended June 30, 2010.

**Commitments And Contingencies Disclosure**

M. The Company is subject to lawsuits and pending or asserted claims with respect to matters generally arising in the ordinary course of business.

As previously disclosed, a lawsuit was brought against the Company and a number of its insulation installation companies alleging that certain of their practices violated provisions of the federal antitrust laws. The case was filed in October 2004 in the United States District Court for the Northern District of Georgia by Columbus Drywall & Insulation, Inc., Leo Jones Insulation, Inc., Southland Insulators, Inc., Southland Insulators of Maryland, Inc. d/b/a Devere Insulation, Southland Insulators of Delaware LLC d/b/a Delmarva Insulation, and Whitson Insulation Company of Grand Rapids, Inc. against the Company, its subsidiaries Masco Contractors Services Group Corp., Masco Contractor Services Central, Inc. ( MCS Central ) and Masco Contractor Services East, Inc., and several insulation manufacturers (the Columbus Drywall case ). In February 2009, the court certified a class of 377 insulation contractors. Another suit was filed in March 2003 in the United States District Court for the Northern District of Georgia by Wilson Insulation Company, Wilson Insulation of Augusta, Inc. and The Wilson Insulation Group, Inc. against the Company, Masco Contractor Services, Inc., and MCS Central that alleged anticompetitive conduct. This case has been removed from the court's active docket. In March 2007, Albert Von Der Werth and Valerie Good filed suit in the United States District Court for the Northern District of California against the Company, its subsidiary Masco Contractor Services, and several insulation manufacturers seeking class action status and alleging anticompetitive conduct. This case was subsequently transferred to the United States District Court for the Northern District of Georgia and has been administratively stayed by the court. An additional suit, which was filed in September 2005 and alleged anticompetitive conduct, was dismissed with prejudice in December 2006.

The Company is vigorously defending the Columbus Drywall case. Based upon the advice of its outside counsel, the Company believes that the conduct of the Company and its insulation installation companies, which is the subject of the above-described lawsuits, has not violated any antitrust laws. The Company is unable at this time to reliably estimate any potential liability which might occur from an adverse judgment. There cannot be any assurance that the Company will ultimately prevail in these lawsuits, or, if unsuccessful, that the ultimate liability would not be material and would not have a material adverse effect on its businesses or the methods used by its insulation installation companies in doing business.



**MASCO CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (concluded)**

Income Tax Disclosure

N. The effective tax rate was 138 percent for the six months ended June 30, 2011 primarily due to an increase in the valuation allowance related to net operating losses and losses in certain jurisdictions providing no tax benefit.

As a result of tax audit closings, settlements and expiration of applicable statutes of limitations in various jurisdictions within the next 12 months, the Company anticipates that it is reasonably possible that the liability for uncertain tax positions could be reduced by approximately \$6 million.

## MASCO CORPORATION

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****SECOND QUARTER 2011 AND THE FIRST SIX MONTHS 2011 VERSUS****SECOND QUARTER 2010 AND THE FIRST SIX MONTHS 2010****SALES AND OPERATIONS**

The following table sets forth the Company's net sales and operating profit margins by business segment and geographic area, dollars in millions:

	<b>Three Months Ended</b>		<b>Percent (Decrease) Increase 2011 vs. 2010</b>
	<b>June 30,</b>		
	<b>2011</b>	<b>2010</b>	
<b>Net Sales:</b>			
Cabinets and Related Products	\$ 330	\$ 400	(18%)
Plumbing Products	761	682	12%
Installation and Other Services	294	309	(5%)
Decorative Architectural Products	492	505	(3%)
Other Specialty Products	145	152	(5%)
Total	\$ 2,022	\$ 2,048	(1%)
North America	\$ 1,563	\$ 1,659	(6%)
International, principally Europe	459	389	18%
Total	\$ 2,022	\$ 2,048	(1%)
<b>Six Months Ended</b>			
<b>June 30,</b>			
	<b>2011</b>	<b>2010</b>	
<b>Net Sales:</b>			
Cabinets and Related Products	\$ 637	\$ 803	(21%)
Plumbing Products	1,471	1,345	9%
Installation and Other Services	548	582	(6%)
Decorative Architectural Products	867	894	(3%)
Other Specialty Products	271	276	(2%)
Total	\$ 3,794	\$ 3,900	(3%)
North America	\$ 2,896	\$ 3,089	(6%)
International, principally Europe	898	811	11%
Total	\$ 3,794	\$ 3,900	(3%)

**Three Months Ended****Six Months Ended**

	June 30,		June 30,	
	2011	2010	2011	2010
<b>Operating Profit (Loss) Margins: (A)</b>				
Cabinets and Related Products	(8.2%)	(9.3%)	(12.1%)	(6.5%)
Plumbing Products	12.5%	12.6%	12.2%	12.6%
Installation and Other Services	(8.8%)	(7.4%)	(12.0%)	(11.2%)
Decorative Architectural Products	18.3%	21.6%	18.3%	21.9%
Other Specialty Products	%	7.2%	(3.7%)	1.8%
North America	5.6%	6.9%	3.4%	5.8%
International, principally Europe	9.8%	8.2%	9.7%	9.4%
Total	6.5%	7.1%	4.9%	6.5%
<b>Total operating profit margin, as reported</b>	4.5%	5.8%	3.0%	5.1%

(A) Before general corporate expense, net and the charge for litigation settlement; see Note J to the condensed consolidated financial statements.

**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

We report our financial results in accordance with generally accepted accounting principles ( GAAP ) in the United States. However, we believe that certain non-GAAP performance measures and ratios, used in managing the business, may provide users of this financial information with additional meaningful comparisons between current results and results in prior periods. Non-GAAP performance measures and ratios should be viewed in addition to, and not as an alternative for, our reported results.

**NET SALES**

Net sales decreased one percent and three percent for the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. Excluding the positive effect of currency translation, net sales decreased four percent for both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. The following table reconciles reported net sales to net sales excluding acquisitions and the effect of currency translation, in millions:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net sales, as reported	\$ 2,022	\$ 2,048	\$ 3,794	\$ 3,900
Acquisitions (none)				
Net sales, excluding acquisitions	2,022	2,048	3,794	3,900
Currency translation	(54)		(54)	
Net sales, excluding acquisitions and the effect of currency translation	\$ 1,968	\$ 2,048	\$ 3,740	\$ 3,900

North American net sales were negatively impacted by lower sales volume of installation and other services, cabinets, paints and stains and builders hardware, which, in the aggregate, decreased sales by six percent for both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. North American net sales were also negatively affected by the planned exit of certain cabinet product lines, which decreased sales by three percent for both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. Such declines were partially offset by selling price increases, which increased sales by three percent for both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010.

In local currencies, net sales from International operations increased five percent for both the three-month and six-month periods ended June 30, 2011, primarily due to increased sales volume and selling prices of International plumbing products, offset by lower sales volume related to International cabinets. A weaker U.S. dollar increased International net sales by 13 percent and six percent, respectively, in the three-month and six-month periods ended June 30, 2011, compared to the same periods of 2010.

**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Net sales of Cabinets and Related Products decreased in the three-month and six-month periods ended June 30, 2011, due to the planned exit of ready-to-assemble and other non-core in-stock cabinet product lines, which decreased net sales in this segment by 12 percent and 13 percent, respectively, from the comparable periods of 2010. Net sales in this segment were also negatively affected by lower sales volumes of both North American and International cabinets, which decreased sales in this segment by ten percent and 11 percent, respectively, in the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. A weaker U.S. dollar increased sales in this segment by two percent and one percent, respectively, for the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010.

Net sales of Plumbing Products increased, due to increased selling prices in North America, which increased sales by one percent in both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. In local currencies, net sales of International operations increased sales in this segment by four percent in both the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. Such increases in International sales were due to increased sales volume and selling prices. A weaker U.S. dollar increased sales in this segment by six percent and three percent, respectively, for the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010.

Net sales of Installation and Other Services decreased for both the three-month and six-month periods ended June 30, 2011, primarily due to lower sales volume in the new home construction market. Such declines were partially offset by increased selling prices.

Net sales of Decorative Architectural Products decreased for both the three-month and six-month periods ended June 30, 2011, due to lower sales volume of paints and stains and builders' hardware, principally at retail. Such declines were partially offset by increased selling prices of paints and stains and increased sales of paint products to professional painters.

Net sales of Other Specialty Products decreased due to lower sales volume of windows in North America and the U.K., which decreased sales by seven percent and four percent, respectively, for the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010. A weaker U.S. dollar increased sales in this segment by two percent and one percent, respectively, for the three-month and six-month periods ended June 30, 2011 from the comparable periods of 2010.

**OPERATING MARGINS**

Our gross profit margins were 26.3 percent and 25.2 percent, respectively, for the three-month and six-month periods ended June 30, 2011 compared with 26.7 percent and 26.6 percent, respectively, for the comparable periods of 2010. Results for the three-month and six-month periods ended June 30, 2011 reflect lower sales volume and the related under-absorption of fixed costs, a less favorable relationship between selling prices and commodity costs, increased advertising and program costs, increased litigation settlement expenses and increased expenses related to growth initiatives.

**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Selling, general and administrative expenses, as a percentage of sales, were 21.8 percent and 22.2 percent, respectively, for the three-month and six-month periods ended June 30, 2011, compared to 20.8 percent and 21.6 percent, respectively, for the comparable periods of 2010. The increase in selling, general and administrative costs is primarily due to increased sales incentives to North American retailers and increased expenses related to growth initiatives.

We have been focused on the strategic rationalization of our businesses, including business consolidations, plant closures, headcount reductions, system implementations and other initiatives. Operating profit for the three-month and six-month periods ended June 30, 2011 includes \$15 million and \$47 million, respectively, of costs and charges related to our business rationalizations and other initiatives. For the three-month and six-month periods ended June 30, 2010, we incurred costs and charges of \$51 million and \$65 million, respectively, related to these initiatives.

We anticipate that full-year 2011 rationalization charges for the entire Company will aggregate approximately \$65 million. We continue to evaluate our businesses and the impact of market conditions on our businesses, which may result in additional rationalization charges including severance, plant closure costs and asset impairments.

Operating margins in the Cabinets and Related Products segment for the three-month period ended June 30, 2011 benefitted from lower costs and charges associated with business rationalizations. Such increases were partially offset by lower sales volume and the related under-absorption of fixed costs, a less favorable relationship between selling prices and commodity costs and increased promotional expenses. Operating margins in this segment for the six-month period ended June 30, 2011 reflect lower sales volume and the related under-absorption of fixed costs, as well as a less favorable relationship between selling prices and commodity costs. Such decreases more than offset the benefits associated with business rationalizations and other cost savings initiatives.

Operating margins in the Plumbing Products segment for the three-month and six-month periods ended June 30, 2011 were negatively affected by a less favorable relationship between selling prices and commodity costs, a less favorable product mix, increased expenses related to growth initiatives and increased costs related to business rationalizations and other cost savings initiatives. Such declines were partially offset by the benefits associated with business rationalizations and other cost savings initiatives and increased sales volume of International operations.

Operating margins in the Installation and Other Services segment were negatively impacted by lower sales volume and the related under-absorption of fixed costs and increased expenses related to growth initiatives. Such declines offset a more favorable relationship between selling prices and commodity costs, as well as the benefits associated with business rationalizations and other cost savings initiatives.

Operating margins in the Decorative Architectural Products segment for the three-month and six-month periods ended June 30, 2011 reflect lower sales volume of paints and stains and builders' hardware, as well as increased advertising and program costs.

Operating margins in the Other Specialty Products segment for the three-month and six-month periods ended June 30, 2011 reflect lower sales volume and the related under-absorption of fixed costs, as well as a less favorable relationship between selling prices and commodity costs, increased expenses related to growth initiatives and a less favorable product mix. These decreases offset the benefits associated with business rationalizations and other cost savings initiatives.

**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**OTHER INCOME (EXPENSE), NET**

Other items, net, for the three-month and six-month periods ended June 30, 2011 included \$3 million and \$1 million, respectively, of currency transaction losses. Other items, net, for the three-month and six-month periods ended June 30, 2010 included \$5 million and \$6 million, respectively, of currency transaction losses.

For the three-month and six-month periods ended June 30, 2011, we recognized gains of \$27 million and \$41 million, respectively, related to the sale of TriMas common stock and gains of \$6 million and \$9 million, respectively, related to distributions from private equity funds.

For the three-month and six-month periods ended June 30, 2010, we recognized non-cash, pre-tax impairment charges of \$33 million related to financial investments (\$28 million related to Asahi Tec preferred stock and \$5 million related to private equity funds and other private investments).

**LOSS PER COMMON SHARE**

Income (loss) (attributable to Masco Corporation) for the three-month and six-month periods ended June 30, 2011 was \$8 million and \$(38) million, respectively, compared with \$3 million and \$(4) million, respectively, for the comparable periods of 2010. Diluted income (loss) per common share (attributable to Masco Corporation) for the three-month and six-month periods ended June 30, 2011 was \$.02 per common share and \$(.11) per common share, respectively, compared with \$.01 per common share and \$(.02) per common share, respectively, for the comparable periods of 2010.

The effective tax rate was 66 percent and 138 percent, respectively, for the three-month and six-month periods ending June 30, 2011. The tax rate in 2011 is higher than our normalized tax rate of 36 percent primarily due to an increase in the valuation allowance related to net operating losses and losses in certain jurisdictions providing no tax benefit.

The effective tax rate was 25 percent and 58 percent, respectively, for the three-month and six-month periods ending June 30, 2010. The second quarter of 2010 tax rate includes a \$6 million tax benefit on the anticipated tax loss from the abandonment of certain intangibles costs due to our decision to discontinue the manufacture of ready-to-assemble and other non-core in-stock assembled cabinet product lines. The tax rate for the first half of 2010 is higher than our normalized tax rate of 36 percent primarily due to certain plant closure costs and other losses in certain jurisdictions providing no tax benefit.

**OTHER FINANCIAL INFORMATION**

Our current ratio was 2.1 to 1 and 2.3 to 1, respectively, at June 30, 2011 and December 31, 2010.

For the six months ended June 30, 2011, cash of \$31 million was used for operating activities.

**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Net cash used by financing activities was \$105 million. Financing activities include \$54 million for the payment of cash dividends and \$30 million for the acquisition of Company common stock in open-market transactions to offset the dilutive impact of long-term stock awards granted in 2011. Net cash provided from investing activities was \$4 million and included \$49 million of proceeds related to the sale of TriMas common stock, \$9 million of net proceeds related to sale of other financial investments and \$10 million of net proceeds related to the sale of fixed assets, partially offset by \$67 million for capital expenditures.

For 2011, we anticipate capital expenditures, excluding any potential 2011 acquisitions, to be approximately \$190 million.

Our cash and cash investments were \$1.6 billion and \$1.7 billion at June 30, 2011 and December 31, 2010, respectively. Our cash and cash investments consist of overnight interest bearing money market demand and time deposit accounts, money market mutual funds and government securities.

Of the \$1.6 billion and the \$1.7 billion of cash and cash investments held at June 30, 2011 and December 31, 2010, respectively, \$529 million and \$493 million, respectively, is held in foreign subsidiaries. If these funds were needed for our operations in the U.S., their repatriation into the U.S. may result in additional U.S. income taxes or foreign withholding taxes. The amount of such taxes is dependent on the income tax laws and circumstances at the time of distribution.

We were in compliance with all covenants and had no borrowings under our credit agreement at June 30, 2011.

We are subject to lawsuits and claims pending or asserted with respect to matters generally arising in the ordinary course of business. Note M to the condensed consolidated financial statements discusses certain specific claims pending against us.

We believe that our present cash balance, cash flows from operations and, to the extent necessary, bank borrowings and future financial market activities, are sufficient to fund our working capital and other investment needs.

**OUTLOOK FOR THE COMPANY**

The lack of job creation, high cost of energy and declining consumer confidence have made forecasting in the timing and strength of the recovery extremely difficult. Most economists have reduced their forecasts for 2011, including housing start levels that are now flat compared with 2010. As such, we believe that growth in the second half of 2011 will be challenged. Longer-term, however, we are confident about the fundamentals for the new home construction and home improvement markets and we are optimistic about the future.

We have several new programs that we are funding today that will drive future growth opportunities across our businesses. We are very encouraged with the progress we are making to increase our penetration with the North American cabinet dealer and with the professional painter. We also have exciting new programs that will launch later this year in plumbing, cabinets and builders hardware and we continue to invest in the development of international opportunities for paint and plumbing. We expect that improvements in our markets and in consumer spending, together with the changes we are driving across Masco and our financial strength, will create significant value for our shareholders.



**MASCO CORPORATION**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**FORWARD-LOOKING STATEMENTS**

Statements contained in this report that reflect our views about our future performance constitute forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as believe, anticipate, appear, may, will, intend, plan, estimate, expect, assume, and references to future periods. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. We caution you against relying on any of these forward-looking statements. Our future performance may be affected by our reliance on new home construction and home improvement, our reliance on key customers, the cost and availability of raw materials, shifts in consumer preferences and purchasing practices, and our ability to achieve cost savings through the Masco Business System and other initiatives. These and other factors are discussed in detail in Item 1A, Risk Factors in our most recent Annual Report on Form 10-K. Our forward-looking statements in this report speak only as of the date of this report. Factors or events that cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. Unless required by law, we undertake no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise.

**MASCO CORPORATION**

**Item 4. CONTROLS AND PROCEDURES**

a. Evaluation of Disclosure Controls and Procedures.

The Company, with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of its disclosure controls and procedures as required by Exchange Act Rules 13a-15(b) and 15d-15(b) as of June 30, 2011. Based on this evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

b. Changes in Internal Control over Financial Reporting.

During the second quarter of 2011, we completed a phased deployment of a new Enterprise Resource Planning ( ERP ) system at several branches of Masco Contractor Services, one of the Company's larger business units. As a result, financial and operating transactions in those branches now utilize the automated functionality relative to revenue recognition and inventory management. This new system represents a process improvement initiative and is not in response to any identified deficiency or weakness in the Company's internal control over financial reporting. The system implementation is designed, in part, to enhance the overall system of internal control over financial reporting through further automation of various business processes.

There were no other changes in our internal control over financial reporting that occurred during the second quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**MASCO CORPORATION**  
**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

There have been no material changes to the legal proceedings disclosed in Part I, Item 3, Legal Proceedings, of our Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 1A. Risk Factors**

There have been no material changes to the risk factors of the Company set forth in Item 1A, Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**MASCO CORPORATION**  
**PART II. OTHER INFORMATION (continued)**

**Item 6. Exhibits**

- 12 - Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- 31a - Certification by Chief Executive Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 31b - Certification by Chief Financial Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 32 - Certification Required by Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 101 - Interactive Data File

**MASCO CORPORATION**  
**PART II. OTHER INFORMATION, concluded**  
**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 28, 2011

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**MASCO CORPORATION  
EXHIBIT INDEX**

<b>Exhibit</b>	
Exhibit 12	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
Exhibit 31a	Certification by Chief Executive Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
Exhibit 31b	Certification by Chief Financial Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
Exhibit 32	Certification Required by Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
Exhibit 101	Interactive Data File