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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT PURSUANT TO SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934

TRIMAS CORPORATION
(Exact name of Subject Company)

TRIMAS CORPORATION
(Name of Person Filing Statement)

Common Stock, $.01 Par Value
(Title of Class of Securities)

896215100
(CUSIP Number of Class of Securities)

Brian P. Campbell
President
TriMas Corporation
315 East Eisenhower Parkway
Ann Arbor, Michigan 48108
(313) 747-7025

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Person(s) Filing Statement)

With copy to:

Jerome M. Schwartz, Esq.
Dickinson, Wright, Moon, Van Dusen & Freeman
500 Woodward Avenue, Suite 4000
Detroit, Michigan 48226
(313) 223-3628

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Item 1. Security and Subject Company

The name of the subject company is TriMas Corporation, a Delaware corporation (the "Company"), and the address of the principal executive offices of the Company is 315 East Eisenhower Parkway, Ann Arbor, Michigan 48108. The title of the class of equity securities to which this statement relates is the common stock, par value $0.01 per share, of the Company (the "Common Stock").

Item 2. Tender Offer of the Bidder

This statement relates to the tender offer by MascoTech Acquisition, Inc., a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of MascoTech, Inc., a Delaware corporation ("Parent"), disclosed in a Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1"), dated December 17, 1997, to purchase any and all issued and outstanding shares (the "Shares") of common stock of the Company at $34.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 17, 1997, of Purchaser (the "Offer to Purchase") and the related Letter of Transmittal (which together constitute the "Offer"). All cross-references herein, except as otherwise noted, are to the Offer to Purchase. Capitalized terms used and not otherwise defined herein have the meanings set forth in the Offer to Purchase. Copies of the Offer to Purchase and the Letter of Transmittal are filed as Exhibits (a)(1) and (a)(2) to this Schedule 14D-9, respectively, and are incorporated herein by reference. The address of the principal executive offices of Purchaser and Parent is 21001 Van Born Road, Taylor, Michigan 48180.

The Offer is being made pursuant to the terms of an Agreement and Plan of

Merger, dated as of December 10, 1997, as amended by Amendment No. 1 dated as of December 15, 1997, among Purchaser, Parent and the Company (as so amended, the "Merger Agreement"). A copy of the Merger Agreement is filed as Exhibit (c)(1) to this Schedule 14D-9 and is incorporated herein by reference. Among other things, the Merger Agreement provides that as promptly as practicable following the purchase of Shares pursuant to the Offer and the satisfaction (or waiver, to the extent permissible under the Merger Agreement) of the other conditions set forth in the Merger Agreement, in accordance with the Delaware General Corporation Law, Purchaser will be merged with and into the Company (the "Merger"), with the Company continuing as the surviving corporation. At the effective time of the Merger (the "Effective Time"), subject to the terms and conditions of the Merger Agreement, each Share outstanding immediately prior to the Effective Time (other than Shares held in the treasury of the Company, Shares owned by Parent or its subsidiaries or Shares as to which appraisal rights have been exercised) shall be converted into the right to receive the per Share price paid in the Offer in cash, without interest (the "Merger Consideration").

Concurrently with the filing of this Schedule 14D-9, Purchaser, Parent and the Company are jointly filing with the Securities and Exchange Commission a Transaction Statement on Schedule 13E-3, dated December 17, 1997.

Item 3. Identity and Background

(a) The name and address of the Company, which is the person filing this statement, are set forth in Item 1 above. All information contained in this Schedule 14D-9 or incorporated herein by reference concerning Purchaser, Parent or their respective officers, directors, representatives or affiliates, or actions or events with respect to any of them, was provided by Purchaser or Parent, respectively, and the Company takes no responsibility for such information.

(b) The information contained under the captions "Introduction", "Special Factors--Background of the Offer", "Special Factors--Purpose and Structure of the Offer and the Merger; Reasons of Parent for the Offer and the Merger", "Special Factors--The Merger Agreement", "Special Factors--Interest of Certain Persons in the Offer and the Merger", "The Tender Offer--Certain Information Concerning the Company", "The Tender Offer--Certain Information Concerning Parent and Purchaser", and "The Tender Offer--Certain Information Concerning Masco Corporation" of the Offer to Purchase is incorporated herein by reference.

Reference also is made to the information contained under the captions "Compensation Committee Report on Executive Compensation" and "Compensation of Executive Officers" at pages 4 through 8 of the Company's proxy statement relating to the annual meeting of the Company's stockholders held on May 14, 1997, a copy of which pages is included as Exhibit (c)(6) to this Schedule 14D-9 and incorporated herein by reference.

Item 4. The Solicitation or Recommendation

(a) - (b) On December 10, 1997, the Board of Directors of the Company, based upon, among other things, the unanimous recommendation of the Special Committee of the Board of Directors, unanimously (i) determined that the terms of the Offer and the Merger are fair to and in the best interests of the Company's stockholders (other than Parent, its Chief Executive Officer and Masco Corporation), (ii) approved the Merger Agreement and authorized the execution and delivery thereof, and (iii) recommended that the stockholders of the Company accept the Offer and tender their Shares pursuant to the Offer. The information contained under the captions "Introduction", "Special Factors--Background of the Offer", "Special Factors--Recommendations of the Special Committee and the Company Board; Fairness of the Offer and the Merger" and "Special Factors--Opinion of Financial Advisor to the Special Committee" of the Offer to Purchase, describing the nature and the reasons for the recommendation of the Special Committee and the Board with respect to the Offer, is incorporated herein by reference.

Item 5. Persons Retained, Employed or to be Compensated

The information contained under the captions "Special Factors--Background of the Offer" and "Special Factors--Opinion of Financial Advisor to the Special Committee" of the Offer to Purchase, to the extent describing the retention of BT Wolfensohn as financial advisor to the Special Committee and the compensation to be paid to BT Wolfensohn in such capacity, is incorporated herein by reference.

Neither the Company nor any person acting on its behalf has employed, retained or compensated any person to make solicitations or recommendations to stockholders with respect to the Offer or the Merger.

Item 6. Recent Transactions and Intent with Respect to Securities

(a) Except as set forth under the captions "Special Factors--Interests of Certain Persons in the Offer and the Merger", "The Tender Offer--Certain Information Concerning the Company", "The Tender Offer--Certain Information Concerning the Parent and Purchaser", and "The Tender Offer--Certain Information Concerning Masco Corporation" of the Offer to Purchase, which is incorporated herein by reference, no transactions in Shares have been effected during the past 60 days by the Company or, to the best of the Company's knowledge, by any executive officer, director, affiliate or subsidiary of the Company.

(b) The information set forth under the captions "Introduction" and "Special Factors--Interests of Certain Persons in the Offer and the Merger" of the Offer to Purchase describing the present intent, to the extent known by the Company, of the executive officers, directors, affiliates or subsidiaries of the Company to tender pursuant to the Offer any Shares which are held of record or beneficially owned by such persons, is incorporated herein by reference.

Item 7. Certain Negotiations and Transactions by the Subject Company

(a) - (b) Except as set forth under the captions "Special Factors--Background of the Offer", "Special Factors--The Merger Agreement", "Special Factors--Interests of Certain Persons in the Offer and the Merger" and "The Tender Offer--Financing of the Offer and Merger" of the Offer to Purchase, which are incorporated herein by reference, to the best of the Company's knowledge, no negotiation is being undertaken or is underway by the Company in response to the Offer which relates to or would result in: (i) an extraordinary transaction such as a merger or reorganization, involving the Company or any subsidiary of the Company, (ii) a purchase, sale or transfer of a material amount of assets by the Company or any subsidiary of the Company, (iii) a tender offer or other acquisition of securities by or of the Company, or (iv) any material change in the present capitalization or dividend policy of the Company.

Item 8. Additional Information to Be Furnished

The information contained under the caption "The Tender Offer--Certain Litigation" of the Offer to Purchase is incorporated herein by reference.

Item 9. Material to Be Filed as Exhibits

The following exhibits are filed herewith:

(a)(1) Offer to Purchase, dated December 17, 1997 (incorporated by reference to Exhibit (a)(1) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).*

(a)(2) Letter of Transmittal, dated December 17, 1997 (incorporated by reference to Exhibit (a)(2) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).*

(a)(3) Letter to Company stockholders, dated December 17, 1997.*+

(a)(4) Opinion of BT Wolfensohn, dated December 10, 1997 (incorporated by reference to Annex B to the Offer to Purchase, dated December 17, 1997).*

(a)(5) Summary Advertisement as published in The Wall Street Journal on December 17, 1997 (incorporated by reference to Exhibit (a)(7) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(a)(6) Text of Press Release issued by Parent and the Company on December 11, 1997 (incorporated by reference to Exhibit (a)(8) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(a)(7) Text of Press Release issued by Parent on December 17, 1997 (incorporated by reference to Exhibit (a)(9) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(c)(1) Agreement and Plan of Merger dated as of December 10, 1997, as amended by Amendment No. 1 dated as of December 15, 1997, among the Company, Parent and Purchaser (incorporated by reference to Annex A to the Offer to Purchase, dated December 17, 1997).*

(c)(2) Confidentiality Agreement, dated December 2, 1997, between the Company and Parent (incorporated by reference to Exhibit (c)(10) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(c)(3) Form of President's Agreement (incorporated by reference to Exhibit (c)(4) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(c)(4) Form of Executive Agreement (incorporated by reference to Exhibit (c)(5) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(c)(5) Form of Management Agreement (incorporated by reference to Exhibit (c)(6) to Purchaser's Tender Offer Statement on Schedule 14D-1, dated December 17, 1997).

(c)(6) Pages 4-8 of the Company's Proxy Statement dated April 15, 1997, relating to the Company's 1997 Annual Meeting of Shareholders.+

(c)(7) Corporate Services Agreement, dated as of December 27, 1988, between Masco Corporation and the Company (incorporated by reference to Exhibit 10(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1992).

(c)(8) Corporate Opportunities Agreement, dated as of December 27, 1988, among Masco Corporation, Parent and the Company (incorporated by reference to Exhibit 10(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 1992).

(c)(9) Stock Repurchase Agreement, dated as of December 27, 1988, among Masco Corporation, Parent and the Company (incorporated by reference to Exhibit 10(d) to the Company's Annual Report on Form 10-K for the year ended December 31, 1992).

(c)(10) Assumption and Indemnification Agreement, dated as of December 27, 1988, between Parent and the Company (incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 1992).

(c)(11) Registration Agreement, dated as of December 27, 1988, among the Company, Masco Corporation and Parent (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1992). Amendment dated as of April 21, 1992 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1996). Amendment dated as of January 5, 1993 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1992). Amendment dated as of May 26, 1994 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1994). Amendment dated as of May 15, 1996 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1996).

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* Included in documents mailed to stockholders.

+ Filed herewith.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TRIMAS CORPORATION

Dated: December 17, 1997

By: /s/ Brian P. Campbell

Name: Brian P. Campbell
Title: President

Exhibit Index

Exhibit No.	
(a)(3)	Letter to Company stockholders, dated December 17, 1997.
(c)(6)	Pages 4-8 of the Company's Proxy Statement dated April 15, 1997, relating to the Company's 1997 Annual Meeting of Shareholders.

EXHIBIT (a)(3)

[TriMas Corporation Letterhead]

December 17, 1997

Dear Stockholder:

On December 10, 1997, TriMas Corporation entered into a merger agreement with its largest stockholder, MascoTech, Inc., and with MascoTech's wholly-owned subsidiary MascoTech Acquisition, Inc.

Under the merger agreement, MascoTech Acquisition has commenced a tender offer to purchase all outstanding shares of TriMas's common stock for $34.50 per share in cash. After completion of the tender offer, subject to the terms and conditions of the merger agreement, MascoTech Acquisition will merge into TriMas, and any TriMas shares not then owned by MascoTech (other than Shares held in TriMas's treasury or Shares as to which appraisal rights have been exercised) will be converted into the right to receive $34.50 per share in cash, without interest.

One condition to the tender offer is the tender of a majority of the TriMas shares that could be tendered, other than shares owned by MascoTech, its subsidiaries, Masco Corporation, or Richard A. Manoogian (the Chairman of Masco Corporation, MascoTech and TriMas).

Your Board of Directors, based on the unanimous recommendation of a Special Committee of independent directors, has unanimously determined that the terms of the merger agreement and the transactions contemplated thereby (including the offer and the merger) are fair to and in the best interests of TriMas's stockholders (other than MascoTech, Masco Corporation and Mr. Manoogian), and unanimously recommends that stockholders accept the offer and tender their shares pursuant to the offer.

Attached is a Schedule 14D-9 filed with the Securities and Exchange Commission relating to TriMas's recommendation as to the tender offer. Also enclosed are the offer and related materials to be used for tendering shares. These documents contain the terms and conditions of the offer and the merger, as well as instructions on how to tender shares. The offer also summarizes the reasons for the Special Committee's recommendation and includes the opinion of BT Wolfensohn, the Special Committee's financial adviser, that the consideration being offered in the tender offer and the merger is fair from a financial point of view to TriMas stockholders other than MascoTech, Masco Corporation and Mr. Manoogian.

We encourage you to read these materials carefully.

Sincerely,

/s/ Brian P. Campbell

Brian P. Campbell
President

EXHIBIT (c)(6)

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Compensation Philosophy. The overall focus of TriMas Corporation's compensation program is to enhance shareholder value through attainment of the Company's strategic goals. The executive compensation program is intended to motivate executives by rewarding them for achieving results and, therefore, a significant portion of the total compensation to Company executives is "at risk."

The Compensation Committee of the Board of Directors is composed entirely of outside directors and is responsible for establishing and monitoring executive compensation. The Committee has a subjective approach to compensation and consequently uses its discretion to set executive compensation at levels warranted in its judgment by both external and internal circumstances.

Although the Committee considers a variety of factors when it establishes compensation, it does not weigh them or utilize them in formulas. In general, the relevant factors considered by the Committee are the Company's operating and financial performance (both relative to internal criteria and to the performance of comparable companies); the performance, responsibilities and tenure of individual executives; the competitive environment for skilled executive talent; and general economic conditions and outlook.

The objectives of the Company's executive compensation program are to:

- Support the achievement of desired Company performance by ensuring that an appropriate relationship exists between executive compensation and the creation of long-term shareholder value.

- Provide compensation that will motivate, attract and retain superior management talent and reward performance.

- Align the executive officers' interests with the success of the Company by placing a significant portion of their compensation "at risk."

Executive Officer Compensation Program. The Company's executive officer compensation program is comprised of base salary, annual cash incentive compensation, and long-term incentive compensation in the form of stock options and restricted stock awards. The Compensation Committee reviews the Company's annual and long-term goals when considering compensation of executive officers, but compensation decisions are a function of the Compensation Committee's discretionary judgment rather than the application of plan formulas.

The Committee is familiar with Internal Revenue Code Section 162(m), which limits the deductibility of annual executive compensation in excess of $1,000,000 for the highest paid executives. The Committee does not anticipate that compensation will exceed such amount for the foreseeable future and therefore has not taken specific action with respect to this issue. The Committee will continue to review the compensation of the Company's executives and to evaluate the impact of Section 162(m) and regulations issued thereunder.

Base Salary. In determining base salaries, the Committee takes into account individual experience and contributions to the Company's performance, as well as specific issues particular to the Company.

Annual Incentive Compensation. The purpose of the Company's annual incentive compensation program is to provide a direct financial incentive in the form of an annual cash bonus to executive officers to achieve the Company's annual goals and long-term growth and performance.

Long-Term Stock Incentive Program. The Company's 1995 Long Term Stock Incentive Plan provides for the grant of stock options, restricted stock awards and other types of awards in connection with the Company's long-term incentive program for executive officers and key managers. The objectives of the program are to align executive and shareholder long-term interests by creating a strong and direct relationship between executive compensation and shareholder returns. The Committee strongly believes that by providing those individuals who have substantial responsibility for the management and growth of the Company, and the maximizing of shareholder returns, with an opportunity to increase their ownership of Company Common Stock, the best interests of shareholders and executives will be more closely aligned. The Company's stock options and restricted stock awards generally vest over periods of eight and ten years which increases the long-term aspect of these awards. The Committee considers the history of awards previously granted in determining new grants. As a result of the Company's extended vesting schedule, the dollar value of these stock-based incentives can appreciate to substantial amounts since there is a longer time period for the Company stock price to appreciate. Many other companies have a shorter vesting schedule which enables individuals to receive their incentives in a shorter time period.

Discussion of 1996 Executive Officer Compensation. In considering changes in compensation of executive officers for 1996, the Committee has reviewed compensation levels and both Company and individual performance within the framework of the Company's compensation philosophy, as well as the Company's financial performance during the year, as described above.

At Mr. Campbell's request, his base salary has not been adjusted since mid-year 1995 and his annual cash incentive compensation has not been adjusted since 1994.

Mr. Manoogian, who serves as the Chairman of the Board and is active in Company affairs, is not a full-time employee of the Company. This is reflected in the level of Mr. Manoogian's cash compensation, as well as in the responsibilities and compensation of Mr. Campbell. Mr. Manoogian has not participated in the stock option and restricted stock award program or the Company's retirement or other benefit programs.

Eugene A. Gargaro, Jr., Chairman
John A. Morgan
Helmut F. Stern

COMPENSATION OF EXECUTIVE OFFICERS
Summary Compensation Table

The following table summarizes the annual and long-term compensation of the Company's executive officers for 1996, 1995 and 1994.

Name and Principal Position	Annual Compensation			Long-Term Compensation Awards		All Other Compensation (2)
	Year	Salary	Bonus	Restricted Stock Awards(1)	Securities Underlying Options	
Richard A. Manoogian Chairman of the Board	1996	$100,000	0	0	0	0
	1995	100,000	0	0	0	0
	1994	100,000	0	0	0	0
Brian P. Campbell President	1996	502,000	$265,000	$152,000	0	$ 35,000
	1995	488,000	265,000	466,000	0	34,000
	1994	460,000	265,000	260,000	0	32,000
William E. Meyers Vice President, Controller	1996	182,000	83,000	55,000	7,189(3)	12,000
	1995	174,000	83,000	188,000	0	12,000
	1994	162,000	80,000	92,000	0	11,000
Peter C. DeChants Vice President, Treasurer	1996	174,000	65,000	53,000	0	12,000
	1995	168,000	65,000	171,000	0	11,000
	1994	157,000	63,000	81,000	0	10,000
Douglas P. Roosa Vice President, Administration(4)	1996	113,000	25,000	124,000	0	0

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(1) This column sets forth the dollar value, as of the date of grant, of awards of restricted stock made in 1996, 1995 and 1994 under the Company's 1995 Long Term Stock Incentive Plan and the Company's 1988 Restricted Stock Incentive Plan. Restricted stock awards granted to executive officers to date vest over a period of ten years from the date of grant with ten percent of each award vesting annually. In general, vesting is contingent on a continuing employment or consulting relationship with the Company. The plans provide that all shares vest immediately upon death or permanent and total disability of a participant or the occurrence of certain events constituting a change in control of the Company. Mr. Manoogian has not participated in either of these plans. The following number of shares were awarded to the participating executive officers in 1996: Mr. Campbell-- 8,260 shares; Mr. Meyers -- 2,990 shares; Mr. DeChants-- 2,860 shares; and Mr. Roosa-- 5,000 shares. As of December 31, 1996, the aggregate number and market value of restricted shares of Company Common Stock held by the participating executive officers were: Mr. Campbell-- 105,934 shares valued at $2,529,000; Mr. Meyers-- 27,536 shares valued at $657,000; Mr. DeChants 23,575 shares valued at $563,000; and Mr. Roosa-- 5,000 shares valued at $119,000. Recipients of restricted stock awards receive dividends on unvested shares.

(2) This column includes Company contributions and allocations under the Company's defined contribution retirement plans for each year for the accounts of each of the executive officers other than Mr. Manoogian, who does not participate in these plans.

(3) No original option grants were made in 1996, 1995 or 1994. The sole option granted in those years is a restoration option granted on account of the surrender of previously owned shares as payment upon the exercise of a previously held stock option. The restoration option does not increase the number of shares covered by the original option or extend the term of the original option.

(4) Mr. Roosa became an employee in March 1996. Consequently, the table does not set forth information for prior years, but information for 1996 includes all compensation paid to him since he joined the Company.

OPTION GRANT TABLE

No original options were granted in 1996. A restoration option was granted to Mr. Meyers as a result of the exercise in 1996 of an option granted in a prior year. A restoration option is a feature associated with a previously granted option but does not constitute an increase in the aggregate number of shares covered by the original option, extend the term of the original option or increase the potential realizable value of the original option. An option holder may exercise an original option by delivering previously owned shares instead of cash. The option holder then receives a restoration option that gives the right to purchase shares equal in number to the shares delivered with an exercise price equal to the price of the shares at the time delivered, in order to continue the long-term incentive effect of the original option. Restoration options cannot be exercised until six months after their grant date. The following table sets forth information concerning the restoration option granted to Mr. Meyers during 1996.

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(1)	
Name	Number of Securities Underlying Options Granted	% of Total Options Granted to Employees in 1996	Exercise Price Per Share	Expiration Date	5%	10%
William E. Meyers.....	7,189	45%	$19.75	4/3/01	$39,000	$87,000

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(1) These amounts are based on assumed rates of appreciation only. Actual gains, if any, on stock option exercises and Company Common Stock holdings will depend on overall market conditions and the future performance of the Company and its Common Stock. There can be no assurance that the amounts reflected in this table will be realized.

OPTION EXERCISES AND YEAR-END VALUE TABLE

The following table sets forth information concerning each exercise of stock options during 1996 by each of the executive officers and the value at December 31, 1996, of unexercised options held by such individuals. Options vest over a period of eight years from the date of grant and expire ten years from the date of grant. In general, vesting is contingent on a continuing employment or consulting relationship with the Company. Upon the occurrence of certain events constituting a change in control of the Company, all options previously granted immediately become fully exercisable. If a participant incurs an excise tax under Section 4999 of the Internal Revenue Code in connection with such vesting, the participant will receive an additional payment as reimbursement for such excise tax. The value of unexercised options reflects the increase in market value of Company Common Stock from the date of grant through December 31, 1996 (the closing price of Company Common Stock on December 31, 1996, was $23 7/8 per share). Value actually realized upon exercise by the executive officers will depend on the value of Company Common Stock at the time of exercise.

Aggregate Option Exercises in 1996 and December 31, 1996 Option Value

			Number of Unexercised Options at December 31, 1996		Value of Unexercised In-the-Money Options at December 31, 1996	
Name	Shares Acquired on Exercise	Value Realized	Unexercisable	Exercisable	Unexercisable	Exercisable
Richard A. Manoogian............	0	0	0	0	0	0
Brian P. Campbell...............	0	0	50,000	210,000	$750,000	$3,370,000
William E. Meyers...............	16,000	$174,000	20,000	11,189	300,000	90,000
Peter C. DeChants...............	0	0	20,000	20,000	300,000	300,000
Douglas P. Roosa................	0	0	0	0	0	0

PENSION PLANS

The executive officers other than Mr. Manoogian participate in pension plans maintained by the Company for certain of its salaried employees. The following table shows estimated annual retirement benefits payable for life at age 65 for various levels of compensation and service under these plans.

PENSION PLAN TABLE

Remuneration	Years of Service(1) 5	10	15	20	21	22
$100,000	$ 5,645	$ 11,290	$ 16,935	$ 22,580	$ 28,225	$ 33,870
200,000	11,290	22,580	33,870	45,161	56,451	67,741
300,000	16,935	33,870	50,806	67,741	84,676	101,611
400,000	22,580	45,161	67,741	90,321	112,902	135,482
500,000	28,225	56,451	84,676	112,902	141,127	169,352
600,000	33,870	67,741	101,611	135,482	169,352	203,223

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.(1) The plans provide for service credit for employment with any of the Company, Masco Corporation, MascoTech, Inc. and their subsidiaries. Vesting occurs after five full years of employment. The benefit amounts set forth in the table above have been converted from the plans' calculated five-year certain and life benefit and are not subject to reduction for social security benefits or for other offsets, except to the extent that pension or equivalent benefits are payable under a Masco Corporation or MascoTech, Inc. plan. The table does not depict Internal Revenue Code ("Code") limitations on tax qualified plans because one of the plans is a non-qualified plan established by the Company to restore for certain salaried employees (including the participating executive officers) benefits that are otherwise limited by the Code. Approximate years of credited service for each of the executive officers participating in the plans are: Mr. Campbell -- 23; Mr. Meyers -- 9; Mr. DeChants -- 7; and Mr. Roosa -- 1.

(2) For purposes of determining benefits payable, remuneration is equal to the average of the highest five consecutive January 1 annual base salary rates paid by the Company prior to retirement.

Under the Company's Supplemental Executive Retirement and Disability Plan, certain executive officers and other key executives of the Company, or any company in which the Company or a subsidiary owns at least 20 percent of the voting stock, may receive retirement benefits in addition to those provided under the Company's other retirement plans and supplemental disability benefits. Each participant is designated by the Compensation Committee or the Chairman of the Board (and approved by the Compensation Committee in the case of the executive officers) to receive annually upon retirement on or after the age of 65, an amount which, when combined with benefits from the Company's other retirement plans and for most participants any retirement benefits payable by reason of employment by prior employers, equals 60 percent of the average of the participant's highest three years' cash compensation (limited to base salary and regular year end cash bonus) up to an annual payment which when combined with benefits under the Company's non-qualified plan may not exceed a maximum, currently $386,890. A participant may also receive supplemental medical benefits. A participant who has been employed at least two years and becomes disabled prior to retirement will receive annually 60 percent of the participant's total annualized cash compensation in the year in which the participant becomes disabled, subject to certain limitations on the maximum payment and reduced by benefits payable pursuant to the Company's long-term disability insurance and similar plans. Upon a disabled participant's reaching age 65, such participant receives the annual cash benefits payable upon retirement, as determined above. A surviving spouse will receive reduced benefits upon the participant's death. Participants are required to agree that they will not engage in competitive activities for at least two years after termination of employment, and if employment terminates by reason of retirement or disability, during such longer period as benefits are received under this Plan. Messrs. Campbell, Meyers and DeChants participate in this Plan.