GRIFFON CORP

Form 4

September 23, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES
or

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

09/19/2008

Stock

1. Name and Address of Reporting Person * BLAU HARVEY R			2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mon			3. Date of Earliest Transaction (Month/Day/Year) 09/19/2008				_X_ Director Officer (give below)		Owner er (specify	
(Street) JERICHO, NY 11753			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		
Common Stock	09/19/2008			Code V	Amount 416,185	or (D)	Price \$ 8.5	(Instr. 3 and 4) 1,102,216	D	
Common	00/10/2008			v	200 753	٨	\$	772 253	ī	Ry Spousa

299,753 A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

772,253

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By Spouse

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Subscription Rights (1)	\$ 8.5	09/19/2008		X		656,031	09/08/2008	09/19/2008	Common Stock	416
Subscription Rights (1)	\$ 8.5	09/19/2008		X		472,500	09/08/2008	09/19/2008	Common Stock	299

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BLAU HARVEY R 100 JERICHO QUADRANGLE SUITE 224 JERICHO, NY 11753	X						
A1 .							

Signatures

Reporting Person

/s/ Harvey R.
Blau

**Signature of Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Mr. Blau directly and indirectly owns common stock of the Issuer. As such, Mr. Blau received, at no cost from the Issuer, rights to purchase 0.6344 shares of common stock for every share of common stock owned plus rights to subscribe for additional shares up to 20%
(1) of the shares of common stock for which he was otherwise entitled to subscribe in the event not all shares of common stock were subscribed for initially. This Form 4 reports the exercise of subscription rights by Mr. Blau and his spouse. Receipt of subscription rights was not reported because such receipt is exempt under Rule 16a-9(b).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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