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GRIFFON C	ORP										
Form 4											
December 08	3, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL	
-	UNITE	DSIAILS		shington,			NGE C	0111111551011	OMB Number:	3235-0287	
Check this			• • • • •	, inite to it.	D.C. 2 0	547				January 31	
if no long subject to		EMENT O	F CHAN	GES IN	BENEF	ICIA	LOW	NERSHIP OF	Expires:	200	
Subject to Section 1				SECURITIES					Estimated average burden hours per		
Form 4 o									response 0.		
Form 5 obligation	no *						•	e Act of 1934,			
may cont	inue. Section 1			•	•	· ·		1935 or Section	1		
See Instru 1(b).	uction	50(II)	of the fil	vestment	Compan	y Aci	l 01 194	0			
1(0).											
(Print or Type F	Responses)										
		_ *									
	ddress of Reportir	ig Person <u>*</u>		er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
Kaplan Seth L. Symb											
- · ·	GRIFFO							(Check all applicable)			
				of Earliest Transaction				Director 10% Owner			
712 FIFTH	AVENUE, 18T	Ή	12/06/2	1/Day/Year) /2015				Officer (give title Other (specify			
FLOOR			12/00/2	015				below) below) Sr VP, Gen. Counsel and Secy			
	(Street)		4 16 4	- descent De							
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
			1 nea(mo	iiii/Day/Tea	.)			_X_ Form filed by C			
NEW YOR	K, NY 10019							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	T - 1.1	. T. N T		с					
	. ,						-	uired, Disposed of		-	
1.Title of Security	2. Transaction Da (Month/Day/Yea			3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	(Wolding Duy) 10a	any	n Dute, n	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct Benefic		
		(Month/I	Day/Year) (Instr. 8)				Owned		(D) or	Ownership	
								Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)	
						(A) or		Transaction(s)	. ,		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	12/06/2015			F	49,081	D	\$	124,053	D		
Stock	12/00/2013			1	(1)	D	19.04	121,055	D		
Common								889 <u>(2)</u>	Ι	by ESOP	
Stock								009 ()	1	by ESOP	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kaplan Seth L. 712 FIFTH AVENUE 18TH FLOOR NEW YORK, NY 10019			Sr VP, Gen. Counsel and Secy				
Signatures							

/s/ Seth L. 12/08/2015 Kaplan 12/08/2015

<u>**</u>Signature of Reporting Person Date

Reporting Person

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).
- (1) Shares withheld by or delivered to the registrant upon vesting of restricted stock to satisfy tax withholding obligations of the reporting person.
- (2) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.

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.