GRIFFON CORP Form 3 May 11, 2015

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement **GRIFFON CORP [GFF]** GAMCO INVESTORS, INC. (Month/Day/Year) ET AL 04/30/2015 (Last) (First) (Middle) 5. If Amendment, Date Original 4. Relationship of Reporting Person(s) to Issuer Filed(Month/Day/Year) ONE CORPORATE (Check all applicable) CENTER.Â (Street) 6. Individual or Joint/Group __X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting RYE, NYÂ 10580 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 4,000 D Common Stock Ι By: Gabelli Securities, Inc. (1) 5.019 By: MJG-IV Limited Partnership Common Stock 6,000 Ι (1) Common Stock 8,000 Ι By: Investment Partnership (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration D (Month/Day/Year)	ate	3. Title and Securities U	Inderlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address		Relationships				
reporting 6 wher runner runness	Director	rector 10% Owner		Other		
GAMCO INVESTORS, INC. ET AL ONE CORPORATE CENTER RYE, NY 10580	Â	ÂX	Â	Â		
GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580	Â	ÂX	Â	Â		
GGCP, INC. 140 GREENWICH AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		

Signatures

/s/ Douglas R. Jamieson, Attorney-In-Fact for MARIO J. GABELLI, GGCP, INC., and GAMCO INVESTORS, INC.

05/11/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

GAMCO Investors, Inc. has less that a 100% interest in this entity; GGCP, Inc. has less than a 100% interest in GAMCO Investors, Inc.; and Mario J. Gabelli has less than a 100% interest in GGCP, Inc. The amount of securities reported as beneficially owned reflects the total amount of securities held by this entity which is greater that the Reporting Persons' indirect pecuniary interests. The Reporting Persons hereby disclaim ownership of these securities in excess of their pecuniary interests.

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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