Gross Bradley J. Form 4 February 08, 2010

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations may continue.

See Instruction 1(b).

(Last)

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 Person \* Gross Bradley J.

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

**GRIFFON CORP [GFF]** 

3. Date of Earliest Transaction (Month/Day/Year) 02/04/2010

(Middle)

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code V

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK,, NY 10004

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

Amount

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Price

Common 02/04/2010 Stock

1,632 \$0 10,003,754 Α Α (2)

(A)

or

(D)

See Ι footnotes (1) (3) (4)

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) $(D)$				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
noporong o who rame, rame,	Director	10% Owner	Officer	Other			
Gross Bradley J. C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	X						

# **Signatures**

/s/ Yvette Kosic, Attorney-in-fact 02/08/2010

\*\*Signature of Reporting Person 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).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned (1) subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- On February 4, 2010, 1,632 shares of common stock, par value \$0.25 per share (the "Common Stock") of Griffon Corporation (the "Company") were granted as 816 shares of Common Stock to each of the Reporting Person and Gerald J. Cardinale, a managing director of Goldman Sachs, in their capacity as directors of the Company pursuant to the Company's Outside Director Stock Award Plan (the "Plan"). Each grant of 816 shares vests one third on each of the next three anniversaries of the grant date, which was February 4, 2010.
- GS Group may be deemed to beneficially own 3,754 shares of Common Stock pursuant to the Plan, consisting of 1,877 shares of
  Common Stock granted to each of the Reporting Person and Gerald J. Cardinale, a managing director of Goldman Sachs. The Reporting
  Person and Gerald J. Cardinale each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS
  Group.
  - GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 10,000,000 shares of the Company's Common Stock, beneficially owned directly by GS Direct. Goldman Sachs and GS Direct are wholly-owned subsidiaries of GS Group.
- (4) Goldman Sachs is the manager of GS Direct. GS Group, Goldman Sachs and GS Direct each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein. Goldman Sachs has net open short positions of 312,986 shares of Common Stock, reflecting changes due to exempt transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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