Gross Bradley J. Form 4 February 01, 2013

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

(Zin)

(State)

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

1(b).

(City)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person _ Gross Bradley J.			2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(===== an approduct)			
			(Month/Day/Year)	Director 10% Owner			
C/O GOLDMAN, SACHS &			01/30-05:00/2013	Officer (give title Other (speci			
CO., 200 W	EST STREE	Γ		below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
NEW YOR	K, NY 10282			Form filed by More than One Reporting			

(City)	(State) (Zi	Table 1	I - Non-Dei	rivative Se	curiti	es Acqı	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired	d (A) o	r	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed	d of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common				3,333					See
Stock	01/30-05:00/2013		A	(2)	A	\$ 0	10,017,087	I	footnotes (1) (3) (4)

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

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Person

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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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	xpiration Date		ınt 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	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: d	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gross Bradley J. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact

02/01-05:00/2013

**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 January 30, 2013, 3,333 shares of common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation (the "Company") were granted to the Reporting Person in his capacity as a director of the Company pursuant to the Company's 2011 Equity Incentive Plan (the "Plan"). The grant of 3,333 shares vests one third on each of the next three anniversaries of the grant date, which was January 30, 2013.
 - GS Group may be deemed to beneficially own, in the aggregate, 17,087 shares of Common Stock, consisting of 8,333 shares of Common Stock granted to the Reporting Person pursuant to the Plan, 5,000 shares of Common Stock granted to Gerald J. Cardinale, a former
- (3) managing director of Goldman Sachs, pursuant to the Plan and 1,877 shares of Common Stock granted to each of the Reporting Person and Gerald J. Cardinale pursuant to the Company's Outside Director Stock Award Plan. 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, L.L.C. ("GS Direct"). Goldman Sachs and GS Direct are wholly-owned
- (4) subsidiaries of GS Group. 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, if any. Goldman Sachs has net open short positions of 310,572 shares of Common Stock.

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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