

GRIFFON CORP  
Form 4  
September 24, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 Person \*  
STANSBERRY JAMES W

(Last) (First) (Middle)  
1117 VERA CRUZ COURT  
(Street)  
VIRGINIA BEACH, VA 23454  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GRIFFON CORP [GFF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/10/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
Subscription Rights <sup>(1)</sup>	\$ 8.5	09/10/2008	X			09/08/2008	09/19/2008	Common Stock	6,73
Subscription Rights <sup>(1)</sup>	\$ 8.5	09/10/2008	X			09/08/2008	09/19/2008	Common Stock	6,81

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANSBERRY JAMES W 1117 VERA CRUZ COURT VIRGINIA BEACH, VA 23454		X		

## Signatures

/s/ James W. Stansberry 09/24/2008

\*\*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).

Mr. Stansberry directly and indirectly owns common stock of the Issuer. As such, Mr. Stansberry 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% 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 sale of subscription rights by Mr. Stansberry and the entity listed herein. Receipt of subscription rights was not reported because such receipt is exempt under Rule 16a-9(b).

(2) Represents securities owned by the Stansberry Associates Money Purchase Plan of which Mr. Stansberry is the trustee.

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

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