Edgar Filing: GRIFFON CORP - Form 4

GRIFFON C	CORP											
Form 4												
May 18, 200)5											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
UNITED STATES SECUN				RITIES AND EXCHANGE COMMISSIC shington, D.C. 20549					OMB Number: 3	3235-0287		
Check th		Washington, D.C. 2004)								January 31,		
if no longer subject to Section 16. Statement of C			F CHAN	IGES IN	BENEF	ICIA	VERSHIP OF	Expires:	2005			
				SECUR	RITIES			Estimated a burden hour				
Form 4 c	or								response	0.5		
Form 5 obligatio	-						-	e Act of 1934,				
may con				•	•	· ·	•	1935 or Section	1			
See Instr	ruction	30(h)	of the Ir	ivestment	Compar	іу Ас	ct of 1940	0				
1(b).												
(Print or Type]	Responses)											
Esse Distant V			2. Issue Symbol	r Name and	I Ticker or	Tradi	0	5. Relationship of Reporting Person(s) to Issuer				
1 088 214114			•	ON CORI	P [GFF]							
(I+)	(Einst)							(Check all applicable)				
(Last)	(First)	(Middle)		f Earliest Ti	ransaction			_X_ Director	10%	Owner		
				Month/Day/Year) 5/18/2005				Officer (give title Other (specify				
	R & FLOM, FOU		00,10,2	000				below)	below)			
SQUARE												
	(Street)	Street) 4. If			. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mo	nth/Day/Yea	r)			Applicable Line)				
NEW YOR	K, NY 10036							_X_ Form filed by O Form filed by M Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secui	rities Acqu	iired, Disposed of,	, or Beneficiall	y Owned		
1.Title of	2. Transaction Dat			3.	4. Securi			5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any	n Date, if	Transactic Code	on(A) or Di (Instr 3	-		Securities Beneficially	Ownership Form: Direct	Indirect Beneficial		
(Month/Day/Year		Day/Year)					Owned	(D) or Owner	Ownership			
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported Transaction(s)	(Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common							\$					
Stock	05/18/2005			Р	2,500	А	[‡] 19.092	2,500	D			

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.

 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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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		
Fogg Blaine V C/O: SKADDEN ARPS FOUR TIME SQUARE NEW YORK, NY 10036	х						
Signatures							
/s/Blaine V.							
Fogg	05/18/2005						
** Cionatura of	Data						

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).

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.