FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response	. 0.5								

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Coben Jerome L					GR	2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]								ck all app	licable)	ng Per	rson(s) to Is			
(Last)	(Fir	rst) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/26/2024								Office belov	er (give title /)		Other (s below)	specify			
C/O GRIFFON CORPORATION				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable															
712 FIFTH AVENUE					20,7,00.7							Line)	Line)							
-														X	X Form filed by One Reporting Person Form filed by More than One Reporting					
(Street)															Perso	n One Repo	orting			
NEW YORK NY 10019						Dula 40h F 4/a) Tanasatian Indication											$\overline{}$			
Rule 10b5-1(c) Transaction Indication																				
(City)	(50	ate) (Ž	Zip)		Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See									uction or writ	ten pla	plan that is intended to				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day)				Execution D		Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			, 4 and Secur Bene Owne		ially Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	(A) (D)	or Pr	ice	Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Stock 02/26/2					2024)24 S 2,000			2,000	Г	\$	69.44	14 17,052			D				
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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year) 4. Trans Code 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		De Se (Ir	Price of erivative ecurity astr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amou or Numb of Share	er						

Explanation of Responses:

Remarks:

/s/ Seth L. Kaplan, as attorney-in-fact

02/27/2024

** Signature of Reporting Person Date

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

- * 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.

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 Number.