1. Name and Address of Reporting Person
KRAMER RONALD J
(Last) (First) (Middle)
C/O GRIFFON CORPORATION
712 FIFTH AVENUE, 18TH FLOOR
NEW YORK NY 10019
2. Issuer Name and Ticker or Trading Symbol
GRIFFON CORP [ GFF ]
3. Date of Earliest Transaction (Month/Day/Year)
08/21/2020
4. If Amendment, Date of Original Filed
5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
X Officer (give title below)
Chairman of the Board and CEO
6. Individual or Joint/Group Filing (Check Applicable Line)
X 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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/21/2020</td>
<td></td>
<td>S</td>
<td>500,000 D</td>
<td>1,962,721 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>2,662(2) I</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>40,298 I</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares were sold in an underwritten public offering; this is the price at which shares were sold to the public. The net price per share to the registrant, after taking into account the underwriters' discount, is $20.47875.
2. Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.

Remarks:
/s/ Seth L. Kaplan, as attorney-in-fact
08/25/2020
** 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).


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.