UNITED STATES SECURITIES AND EXCHANGE COMMIS

Washington, D.C. 20549

SSION	OMB APPROVAL							
	OMB Number:	3235-0287						
HIP	Expires:	December 31, 2014						
1934, Section	Estimated average burden							
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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERS

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 17(a) of the Public Utility Holding Company Act of 1935 or Section Investment Company Act of 1940

1. Name and Address of Reporting Person [*] SUSSMAN MARTIN S			2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]	5. Relationship of Reporting Person(s) to Issuer				
(Last) C/O GRIFFON AVENUE, 181		(Middle) ON, 712 FIFTH	- 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2015	(Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)				
(Street) NEW YORK (City)	NY (State)	10019 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 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										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	FransactionAcquired (A) orCodeDisposed of (D)Instr. 8)(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	01/29/2015		Α		3,700	Α	\$ 0 ⁽¹⁾	46,848	D	

Check this box if no

	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. Transac Code (Instr. 8		5. Num of Deriv Secu Acqu (A) o Dispe of (D (Inste 4, an	rative rities ired r osed) r. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		6. Date Exercisable and Expiration Date (Month/Day/Year)		and Expiration Date		and Expiration Date		and Expiration Date		and Expiration Date		and Expiration Date		Amo Unde Secu	tle and unt of erlying irities r. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																

Explanation of Responses:

1. Restricted stock grant under Company's 2011 Equity Incentive Plan. The stock will vest in three (3) equal annual installments beginning on January 29, 2016.

<u>/s/ Seth L. Kaplan, as</u> attorney-in-fact	01/30/2015			
** 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.