FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
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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

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* WHALEN JOSEPH J						2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]									neck all ap	onship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last)	Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/16/2005										Officer (give title below)		Other (specify below)	
24 CHESAPEAKE DRIVE (Street) HOLMDEL NJ 07733					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Lir	ne) X Form Form	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(Sta	ate) (Z	Zip)												Pers	on			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day)						Execution Dat			3. Transaci Code (In 8)		l. Securities Acquired (Disposed Of (D) (Instr. and 5)			Secur Benet Owne	ficially d		ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A (E	() or ()	Price	Repo Trans	owing (I orted nsaction(s) tr. 3 and 4)		. 4)	(111501. 4)
Common	Stock	005		A		386		A	\$ <mark>0</mark>	(1)	8,340		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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	v	(A)	(D)	Date Exercisab		expiration Date	Title	or Num of Shar	.								

Explanation of Responses:

1. Grant under Company's Outside Director Award Plan.

Remarks:

Joseph J. Whalen

02/16/2005

** 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.