## -----

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005

Estimated average burden

hours per response.....0.5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 $\,$

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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

(Print of Type Responses)

| (Prin | of Type Responses)                        |                                      |   |
|-------|---|--------------------------------------|---|
| 1. 1  | Name and Address of Report                | ing Person*                          |   |
| Star  | nsberry,                                  | James                                | ₩.  |
| (L    | ast)                                      | (First)                              | (Middle)  |
| 930   | Gulf Shore Dr. Unit 9                     |                                      |   |
|       |   | (Street)                             |   |
| Dest  | zin,                                      | Florida                              | 32541   |
| (C:   | ity)                                      | (State)                              | (Zip)   |
|       |   |                                      |   |
| 2.    | Issuer Name and Ticker or                 | Trading Symbol                       |   |
| Gri   | ffon Corporation (GFF)                    |                                      |   |
| 3.    | I.R.S. Identification Number              | er of Reporting P                    | Person, if an entity (voluntary)                    |
|       |   |                                      |   |
| 4. 5  | Statement for Month/Day/Ye                | ar                                   |   |
| Janı  | uary 2003                                 |                                      |   |
| 5.    | If Amendment, Date of Orig                | inal (Month/Day/Y                    | /ear)   |
|       |   |                                      |   |
| 6. I  | Relationship of Reporting                 | Person(s) to Issu                    | mer   |
|       | (Check all applicable)                    |                                      |   |
|       | X  Director<br>     Officer (give title b |                                      | <pre>_  10% Owner<br/>  Other (specify below)</pre> |
|       | _   |                                      | _   |
| 7.    | Individual or Joint/Group                 | Filing (Check App                    | clicable line)                                      |
|       | X  Form Filed by One Rep                  | orting Person                        |   |
|       | _  Form Filed by More th                  | an One Reporting                     | Person  |
|       |   |                                      |   |
|       |   | ative Securities<br>Beneficially Own | Acquired, Disposed of,                              |
|       |   |                                      |   |

|  | 2.<br>Trans-                 | 2A.<br>Deemed<br>Execution    | ion Code<br>if (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |       | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6.<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or | 7. Nature of Indirect                |
|--|------------------------------|-------------------------------|---------------------------|---|---|------------------|-------|---|---|--------------------------------------|
| 1. Title of Security (Instr. 3)            | action<br>Date<br>(mm/dd/yy) | Date, if<br>any<br>(mm/dd/yy) |                           |   | Amount  | (A)<br>or<br>(D) | Price | Transaction(s) (Instr. 3 & Instr.4)   | (I)   | Beneficial<br>Ownership<br>(Instr.4) |
|  |                              |                               |                           |   |   |                  |       |   |   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         |   | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | v | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       |   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share | 12/06/02                     |                               | G                         | V | (100)   | D                |       | 8,651   | D   |                                      |
| Common Stock,<br>Par Value \$.25 per share |                              |                               |                           |   |   |                  |       | 11,715  | I   | By Wife                              |
| Common Stock,<br>Par Value \$.25 per share |                              |                               |                           |   |   |                  |       | 1,925   | I   | (1)                                  |
|  |                              |                               |                           |   |   |                  |       |   |   |                                      |

## FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or<br>Exercise<br>Price<br>of<br>Derivative<br>Security | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A. Deemed Execution Date if any (mm/dd/ yy) | 4.<br>Trans-action<br>Code<br>(Instr. 8)<br> | or Dis<br>of(D)<br>(Instr<br>4 and<br>(A) | ative<br>ties<br>red (A)<br>sposed<br>. 3,<br>5) | Expirati<br>(Month/I<br><br>Date<br>Exer-<br>cisable | on Date Day/Year) Expiration Date | Title | Amount or Number of Shares | Secur-<br>ity<br>(Instr.<br>5) | 9.<br>Number<br>of<br>deriv-<br>ative<br>Secur-<br>ities<br>Bene-<br>ficially<br>Owned<br>Follow-<br>ing<br>Reported<br>Trans-<br>action(s)<br>(Instr.<br>4) | (Instr.<br>4) | 11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
|--|---|--|--|--|---|--|--|-----------------------------------|-------|----------------------------|--------------------------------|--|---------------|--|
|  |   |  |  |  |   |  |  |                                   |       |                            |                                |  |               |  |

| Explanation of Responses:       |          |
|---------------------------------|----------|
| \s\James W. Stansberry          | 01/22/03 |
| **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  $4\,\mbox{(b)}\,\mbox{(v)}\,.$
- $\ensuremath{^{\star\star}}$  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.