UNITED STATES SECURITIES AND EXCHANGE COM

Washington, D.C. 20549

MMIS	SION	OMB APPROVAL						
		OMB Number:	3235-0287					
ERSH	IIP	Expires:	December 31, 2014					
t of 19	034, Section	Estimated average burden						
ction 30(h) of the		hours per response	0.5					
0	5 Relationshin	of Reporting	Person(s) to					

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNE

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

1. Name and Address of Reporting Person [*] Fogg Blaine V			2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]	5. Relationship of Reporting Person(s) to Issuer				
	(First) (Middle) N, ARPS, SLATE, MEAGHER &		3. Date of Earliest Transaction (Month/Day/Year) 12/11/2014	XDirector10% OwnerOfficer (give title below)Other (speci below)				
FLOM, FOUR TIMES SQUARE (Street) NEW YORK NY 10036 (City) (State) (Zip)		10036	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)	3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				ed of (D)	5. Amount of Securities Beneficially Owned	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	12/11/2014		Ρ		3,500	Α	\$ 12.379 ⁽¹⁾	38,513	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. Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		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. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.378 to \$12.39, inclusive. The reporting person undertakes to provide Griffon Corporation, any security holder of Griffon Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

> /s/ Seth L. Kaplan, as attorney-in-fact ** Signature of Reporting Person

12/12/2014

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.