

WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Griffon Corporation

(Name of Issuer)

Common Stock, par value \$0.25 per share

(Title of Class of Securities)

398433102

(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 28, 2007

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CLINTON GROUP, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

2,669,740

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

2,669,740

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,669,740

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0%

14 TYPE OF REPORTING PERSON*

IA; CO

* SEE INSTRUCTIONS

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CLINTON MULTISTRATEGY MASTER FUND, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

2,386,260

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

2,386,260

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,386,260

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%

14 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS

CUSIP NO. 398433102

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
8 SHARED VOTING POWER
283,480

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
283,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
283,480

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%

14 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
GEORGE E. HALL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER
-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
2,669,740

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
2,669,740

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,669,740

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.0%

14 TYPE OF REPORTING PERSON*
IN

* SEE INSTRUCTIONS

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CONRAD BRINGSJORD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
2,669,740
9 SOLE DISPOSITIVE POWER
-0-
10 SHARED DISPOSITIVE POWER

2,669,740

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,669,740

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0%

14 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS

CUSIP NO.

398433102

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The Schedule 13D filed on December 20, 2006 by Clinton Group, Inc., a Delaware corporation ("CGI"), Clinton Multistrategy Master Fund, Ltd., a Cayman Islands company ("CMSF"), Clinton Special Opportunities Master Fund, Ltd., a Cayman Islands company ("CSO"), George E. Hall and Conrad Bringsjord (collectively, the "Reporting Persons"), with respect to the shares of Common Stock, par value \$0.25 per share (the "Shares"), of Griffon Corporation, a Delaware corporation (the "Issuer"), as previously amended by Amendment No. 1 dated February 7, 2007, Amendment No. 2 dated March 15, 2007, Amendment No. 3 dated May 9, 2007 and Amendment No. 4 dated May 31, 2007 is hereby amended as set forth herein by this Amendment No. 5.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

Funds for the purchase of the Shares reported herein were derived from available capital of CMSF and CSO. A total of approximately \$63.4 million was paid to acquire such Shares.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On June 28, 2007, CGI sent a letter to the Issuer's Board of Directors expressing disappointment with the response CGI had received from the Issuer's Chairman with respect to CGI's proposal for a public recapitalization of the Issuer, and detailing the response's mischaracterizations of the CGI proposal. The letter noted that CGI had met with the Issuer's advisers to discuss the proposal, all aspects of which were negotiable, but that the Issuer had clearly determined to reject the proposal out of hand and the meeting had been unproductive. CGI again expressed its willingness to engage in serious negotiations of its recap proposal. The letter further noted that the Issuer's conduct of a review of its strategic alternatives should not preclude it from making immediate changes to improve its corporate governance and reign in its excessive management compensation, and that if the Issuer did not make such

changes then CGI intended to commence a solicitation to call a special meeting of shareholders to address such issues. A copy of this letter is attached hereto as Exhibit F and is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) As of the close of business on June 27, 2007, the Reporting Persons beneficially owned an aggregate of 2,669,740 Shares, constituting approximately 9.0% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 29,824,276 Shares outstanding, which is the total number of Shares outstanding as of April 30, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2007.

(b) By virtue of investment management agreements with each of CMSF and CSO, CGI has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 2,386,260 Shares held by CMSF and the 283,480 Shares held by CSO. By virtue of his direct and indirect control of CGI, George E. Hall is deemed to have shared voting power and shared dispositive power with respect to all Shares as to which CGI has voting power or dispositive power. By virtue of his position as managing director and senior portfolio manager of CGI, Conrad Bringsjord is also deemed to have shared voting power and shared dispositive power with respect to all Shares as to which CGI has voting power or dispositive power. Accordingly, CGI, George E. Hall and Conrad Bringsjord are deemed to have shared voting and shared dispositive power with respect to an aggregate of 2,669,740 Shares.

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(c) Information concerning transactions in the Shares effected by the Reporting Persons since the most recent filing on Schedule 13D is set forth in Schedule B hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Persons may, from time to time, enter into and dispose of cash-settled equity swap or other similar derivative transactions with one or more counterparties that are based upon the value of Shares, which transactions may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the Shares, the relative value of Shares in comparison to one or more other financial instruments, indexes or securities, a basket or group of securities in which Shares may be included, or a combination of any of the foregoing. In addition to the Shares that they beneficially own without reference to these contracts, the Reporting Persons currently have long economic exposure to 234,200 Shares through such contracts. These contracts do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in any securities that may be referenced in such contracts or that may be held from time to time by any counterparties to such contracts.

Except as otherwise set forth herein, the Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to the securities of the Issuer.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended and restated as follows:

- Exhibit A - Joint Filing Agreement dated December 20, 2006 (previously filed)
- Exhibit B - Letter to Issuer dated December 20, 2006 (previously filed)
- Exhibit C - Letter to Issuer dated March 15, 2007 (previously filed)
- Exhibit D - Letter to Issuer dated May 8, 2007 (previously filed)
- Exhibit E - Letter to Issuer dated May 30, 2007 (previously filed)
- Exhibit F - Letter to Issuer dated June 28, 2007

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 28, 2007

CLINTON GROUP, INC.

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

CLINTON MULTISTRATEGY MASTER FUND, LTD.
By: Clinton Group, Inc. its investment manager

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD.
By: Clinton Group, Inc. its investment manager

By: /s/ Francis Ruchalski

Name: Francis Ruchalski
Title: Comptroller

/s/ George E. Hall

George E. Hall

/s/ Conrad Bringsjord

Conrad Bringsjord

CUSIP NO. 398433102

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SCHEDULE B

TRANSACTIONS IN THE SHARES BY THE REPORTING PERSONS SINCE THE MOST RECENT FILING ON SCHEDULE 13D

Clinton Multistrategy Master Fund, Ltd.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
06/06/2007	1,000	22.74
06/07/2007	6,000	22.65
06/08/2007	3,000	22.61
06/11/2007	4,000	22.50
06/12/2007	4,000	22.19
06/19/2007	2,000	22.52
06/19/2007	1,000	22.45
06/20/2007	12,500	22.36
06/21/2007	1,000	22.23
06/21/2007	1,600	22.28
06/22/2007	25,400	22.06
06/25/2007	5,000	22.04
06/25/2007	25,000	22.05
06/26/2007	20,000	21.97
06/27/2007	23,200	21.55

Exhibit F

LETTER TO THE ISSUER'S BOARD OF DIRECTORS

June 28, 2007

Board of Directors
Griffon Corporation
100 Jericho Quadrangle
Jericho, New York 11753

To Griffon Board Members:

We were deeply disappointed with Mr. Blau's response to our last letter to the Board, dated May 30, 2007, proposing a public recapitalization of the Company. Our letter reflected a good faith proposal to unlock shareholder value, while the response contained a significant number of clear mischaracterizations of our proposal and our intentions, including the following:

- o Our public recapitalization proposal is not "indefinite". Its terms were set forth with specificity, and when we later discussed it with your investment bankers; they seemed to understand it quite clearly.

- o We are not attempting to "take control" of the Company with only a \$65 million investment. In reality, we are attempting to RETURN control of the Company to the stockholders and, to achieve this, our proposal reflects an ADDITIONAL investment of \$65 million that, when added to our existing position as the second largest stockholder, and combined with the proposed 50% reduction in shares as a result of the tender offer, would result in our owning close to 20% of the Company. To be clear, we want a majority of current directors removed but our firm would be satisfied to obtain directorships consistent with our pro forma ownership with the remainder of the new directors being comprised of independent board members that will put the interests of the stockholders first.

- o It is wholly inaccurate to portray our intentions as a short-term profit motive at the expense of other stockholders. Our proposal gives other stockholders not only an immediate premium to the current stock price to the extent they participate in the tender offer but also permits each stockholder to participate, with us as the largest stockholder on a continuing basis, in the upside of the Company on the non-tendered portion of their holdings.

- o Your filing also stated that our proposal reflected a valuation for the Company that was lower than our initial valuation. The stockholders will be afforded the opportunity to decide for themselves whether the valuation reflected in the tender offer is appropriate in deciding whether or not to tender their shares. Moreover, in our opinion your poor management execution has made the Company worth less than it could be under the right plan;

June 28, 2007

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that you would essentially highlight your failures in the process of ignoring our proposals strikes us as ironic.

Fundamentally, Mr. Blau's letter makes clear that you prejudged that our proposal was not in the best interest of the stockholders based on some sort of "initial review". Nevertheless, in good faith, we did as Mr. Blau requested and met with the Company's advisers in the hopes of discussing our proposal and negotiating the terms of our public recapitalization plan. As the attached presentation that we provided at the meeting with the Company's financial advisers clearly states, we were open to modify any and all terms of our public recapitalization proposal including, but not limited to:

- o Tender price;
- o Tender percentage;
- o Financing structure;
- o Composition of the board of directors;
- o Modifications to Griffon's corporate governance and executive compensation;
- o The restructuring firm we feel is required to dramatically reduce the Company's cost structure (as opposed to a part-time CEO focused on Aeroflex issues); and,
- o The size of our equity commitment.

We also note the positive response to two recent sizeable recapitalizations. Expedia is repurchasing 42% of its outstanding shares in a Dutch Tender and Home Depot has increased its repurchase to over \$40 billion. In fact, the initial reaction to our plan was quite positively received by the market only to be squashed by the Company's lack of consideration and continued entrenchment as reflected in the 8K filing. Further, we note that our analysis and actions seem to be supported by Rochdale Securities June 22, 2007 report on the Company. Their one objection related to board control and hopefully our position on this issue as stated to your advisers and in this letter has addressed this concern.

While the Company's financial advisers were polite in our meeting, it was clear that neither they nor the Board has any current intention to negotiate the terms of our proposal, and instead of providing guidance as to what modifications would be necessary for the Company to proceed with such a proposal, we were informed that our proposal would merely be incorporated into the broader strategic review process and reviewed only upon completion of such process. When we asked about the timing of this process, the response was ambiguous and your advisers suggested that we be patient.

In any case, we fail to understand how executive compensation reduction and improvement of the Company's governance is in any way precluded by a "global" review of strategic options. We urge the Board to implement these changes IMMEDIATELY. For example,

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Griffon scores a paltry 15.1% Corporate Governance Quotient according to Institutional Investor Services while your competitor, EDO Corporation, scores a 93.7%. Perhaps coincidentally but no less comforting to Griffon shareholders, EDO's stock has appreciated approximately 40% this year.

If the Company does not implement at least these changes immediately, we intend to commence a solicitation to call a special meeting of shareholders (your management-entrenching 66% threshold notwithstanding). At the special meeting, we would ask stockholders to vote on matters relating to improving corporate governance and stockholder value. We would urge the trustees of the ESOP to vote in a manner consistent with other stockholders.

We also strongly urge the Board not to attempt to add a poison pill, as this would only serve to further entrench management at the expense of stockholders.

As we stated to your advisers, we ARE long-term stockholders. However we cannot stand idly by to support the continuation of a decline in stock price of over 15% since January 1, 2005 through June 18, 2007, while the S&P Index has risen over 26% during the same time period. The outsized compensation received by management and approved by the Board while the stock has languished is in our opinion contrary to all reasonable business judgment. We are frankly surprised the Board would condone such action.

While we are not slowing our efforts to make this Company responsive to stockholders and to maximize its potential value, again we are open to REAL

negotiations and would be willing to again meet with your advisers prior to receiving the required consents to call a special meeting. We would also welcome the opportunity to directly address you on these opportunities.

THE CLINTON GROUP

/s/ Conrad Bringsjord

Conrad Bringsjord
Managing Director

GRIFFON CORPORATION

DISCUSSION MATERIALS

June 19, 2007

[LOGO OMITTED]

SENIOR MANAGEMENT COMPENSATION

> Griffon management compensation far exceeds that of its peers...

Comparison of Management Compensation (1)

Company	Market Cap (2)	Position	Name	Base	Bonus	Total Cash Comp.	Restricted Shares / Options *
Griffon Corp.	\$ 675	CEO	Harvey Blau	\$ 921,000	\$4,089,000	\$5,010,000	1,818,000
Griffon Corp.	\$ 675	CFO	Eric Edelstein	\$ 500,000	\$ 350,000	\$ 850,000	125,000
Griffon Corp.	\$ 675	Treasurer	Patrick Alesia	\$ 380,000	\$ 260,000	\$ 640,000	126,500
COMPARABLE COMPANIES: DEFENSE							
EDO Corp.	\$ 724	CEO	James Smith	\$ 650,000	\$ -	\$ 650,000	
EDO Corp.	\$ 724	CFO / Treas.	Frederic Bassett	\$ 320,049	\$ -	\$ 320,049	
Argon ST, Inc.	\$ 464	CEO	Terry Collins	\$ 360,244	\$ 60,000	\$ 420,244	

Argon ST, Inc.	\$	464	CFO / Treas.	Victor Sellier	\$	334,680	\$	100,000	\$	434,680
Herley Industries	\$	254	CEO	Myron Levy	\$	685,755	\$	477,377	\$	1,163,132
Herley Industries	\$	254	CFO	Kevin Purcell	\$	220,000	\$	-	\$	220,000
Herley Industries	\$	254	Treasurer	NA (4)		NA		NA		NA

COMPARABLE COMPANIES: PLASTICS

Tredegar	\$	862	CEO	John D. Gottwald (3)	\$	245,833	\$	-	\$	245,833
Tredegar	\$	862	CFO / Treas.	D. Andrew Edwards	\$	262,276	\$	-	\$	262,276

COMPARABLE COMPANIES: BUILDING PRODUCTS

American Standard	\$	12,111	CEO	Frederic Poses	\$	1,000,000	\$	-	\$	1,000,000
American Standard	\$	12,111	CFO	G. Peter D'Aloia	\$	600,000	\$	-	\$	600,000
American Standard	\$	12,111	Treasurer	NA (4)		NA (4)		NA		NA
Universal Forest Products	\$	886	CEO	Michael Glenn	\$	413,234	\$	29,098	\$	442,332
Universal Forest Products	\$	886	CFO	Michael Cole	\$	209,268	\$	26,510	\$	235,778
Universal Forest Products	\$	886	Treasurer	NA (4)		NA		NA		NA
American Woodmark	\$	552	CEO	James Gosa	\$	607,954	\$	231,129	\$	839,083
American Woodmark	\$	552	CFO	Jonathan Wolk	\$	255,192	\$	109,901	\$	365,093
American Woodmark	\$	552	Treasurer	NA (4)		NA		NA		NA

- (1) All compensation figures reflect amounts awarded in the prior fiscal year, and are as of the most recent 14-A filing.
(2) Market capitalization as of June 15, 2007 (Source: Bloomberg).
(3) Mr. Gottwald's 2006 salary reflects \$8,333 for January-February service as Chairman, and \$237,500 thereafter for CEO compensation.
(4) Treasurer position does not exist at company.

* ON AUGUST 3, 2006, MR. BLAU RECEIVED 50,000 SHARES OF RESTRICTED STOCK. AS OF FEBRUARY 2, 2007, MR BLAU HOLDS 1,768,000 SHARES OF COMMON STOCK ISSUABLE WITH RESPECT TO OPTIONS CURRENTLY EXERCISABLE. AS OF THE SAME DATE, MR. EDELSTEIN HOLDS 125,000 SHARES OF COMMON STOCK ISSUABLE WITH RESPECT TO OPTIONS CURRENTLY EXERCISABLE. ON AUGUST 3, 2006, MR. ALESIA RECEIVED 15,000 SHARES OF RESTRICTED STOCK AND HOLDS 111,500 SHARES OF COMMON STOCK ISSUABLE WITH RESPECT TO OPTIONS CURRENTLY EXERCISABLE AS OF FEBRUARY 2, 2007.

SENIOR MANAGEMENT COMPENSATION

- > Based on this analysis, if Griffon executive compensation was in-line with that of its comparables, and if redundant CFO/Treasurer positions were eliminated, the Company would save in excess of \$5 million, or \$0.11 per share on an after-tax basis.
- > At 15x, this savings would represent in excess of \$1.65 in stock value per share.

SENIOR MANAGEMENT COMPENSATION

- > Excessive compensation has persisted while the stock price has been range-bound for several years.
 - The price is down 15.8% from 1/1/05 to Monday's close while the S&P 500 has risen 26.4%.

CLINTON GROUP PROPOSAL

- > Governance Changes
 - Shareholder vote requirement to call a special meeting be amended to 20% from 66.7%.
 - Staggered BOD be amended to a declassified BOD.
 - BOD member removal by shareholder vote, with or without cause.
 - Separate the roles of Chairman and CEO.
 - BOD oversight which will serve to limit executives' outside obligations.
 - Executive employment and pay packages to be voted on by shareholders.
 - Diversification, greater independence, and significant ownership added to the BOD.
 - Simple majority vote versus supermajority vote for acquisition or merger proposals.

CLINTON GROUP PROPOSAL

- > Levered Recapitalization
 - \$25 per share public recapitalization entitling existing shareholders to have 50% of their shares purchased.
 - Sources of funding include:
 - o \$395 million in first lien bank financing.
 - o \$130 million in second lien bank financing.
 - o Approximately \$65 million from Clinton Group and its affiliates, and/or co-investors
 - At ~5x, the leverage ratio is manageable given the current credit environment.
 - Contingencies include:
 - o Clinton Group appointing the majority of the Directors to the Board.
 - o Adoption of our proposed governance modifications.

- o Mr. Blau to be designated Non-Executive Chairman.
- o Engagement of a restructuring firm to be chosen by Clinton Group.
- o Completion of due diligence and funding.
- o The creation of equity incentive plans for the management teams of the subsidiaries.

6

CLINTON GROUP PROPOSAL

- > Our proposal is negotiable with respect to:
 - Tender Price
 - Tender Percentage
 - Financing Structure
 - BOD Composition
 - Governance Modifications
 - Restructuring Firm
 - Equity Commitment
- > We have received multiple proposals regarding transaction financing.
 - The composition of the financing itself is not relevant with respect to agreeing to pursue a transaction.
 - The current financing market is more than capable of financing our proposal.
- > Nonetheless, we are more than happy to refine our financing proposal if the Company agrees to pursue a transaction within certain parameters.
- > Tell us what gets a transaction completed.

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