

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

1. Name and Address of Reporting Person* <b>BLAU HARVEY R</b> <hr/> (Last) (First) (Middle) <b>100 JERICHO QUADRANGLE</b> <hr/> (Street) <b>JERICHO NY 11753</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GRIFFON CORP [ GFF ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman of the Board</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/12/2003</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.25 per share	11/12/2003		M		275,000	A	\$7.84	962,405	D	
Common Stock, Par Value \$.25 per share	11/12/2003		F		166,681	D	\$20.14	795,724	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		8,100	D	\$20.1	787,624	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		100	D	\$20.07	787,524	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		100	D	\$20.09	787,424	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		6,500	D	\$20.11	780,924	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		14,500	D	\$20.12	766,424	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		9,400	D	\$20.13	757,024	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		9,400	D	\$20.14	747,624	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		12,800	D	\$20.15	734,824	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		2,200	D	\$20.16	732,624	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		1,100	D	\$20.2	731,524	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		600	D	\$20.21	730,924	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		600	D	\$20.18	730,324	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		400	D	\$20.17	729,924	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		200	D	\$20.24	729,724	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		100	D	\$20.28	729,624	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		1,100	D	\$20.25	728,524	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		2,800	D	\$20.22	725,724	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(s) (Instr. 4)	10. Ownership Form: 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				
1995 Stock Option Plan (Right to Buy)	\$7.84	11/12/2003		M			275,000	02/08/1997	02/08/2005	Common Stock	275,000	\$0	275,000 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. Does not include options to purchase 513,700 shares granted under the 1992 Stock Option Plan, 715,000 shares granted under the 1998 Stock Option Plan, options to purchase 882,200 shares granted under the 1997 Stock Option Plan and options to purchase 520,600 shares granted under the 2001 Stock Option Plan.

/s/ Harvey R. Blau

11/14/2003

\*\* 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.

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