

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: February 16, 2005
(Date of earliest event reported)

GRIFFON CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	1-6620	11-1893410
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 JERICHO QUADRANGLE, JERICHO, NEW YORK	11753
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(Address of principal executive offices)	(Zip Code)

(516) 938-5544

(Registrant's telephone number including area code)

N/A

(Former name or former address, if changed since last report.)

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF PRINCIPAL OFFICERS

(a) None.

(b) On February 16, 2005, Robert Balemian, President, Chief Financial Officer and a director of Griffon Corporation (the "Registrant") since 1982, notified the Board of Directors of his retirement. Mr. Balemian will continue to serve as President of the Registrant until May 1, 2005.

(c) In connection with Mr. Balemian's retirement, the Board of Directors of the Registrant has appointed Eric Edelstein to serve as Executive Vice President and Chief Financial Officer effective March 1, 2005.

Mr. Edelstein was, from 1983 until August 2002, a partner at Arthur Andersen LLP, serving as Managing Partner of the Northeast Region of the Business Consulting Division and Managing Partner of the National Practices of the Business Consulting Division. Since 2002, Mr. Edelstein has acted as an independent consultant. Mr. Edelstein currently serves as a director of Valley National Bancorp., a bank holding company, Computer Horizon Corp., a strategic solutions and human capital management company and Aeroflex Incorporated, a diversified manufacturer of electronic components and test equipment. Mr. Edelstein will resign from the board of directors of Aeroflex Incorporated effective upon the commencement of his employment with the Registrant.

A copy of the press release announcing the retirement of Mr. Balemian and

appointment of Mr. Edelstein is attached hereto as Exhibit 99.1.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GRIFFON CORPORATION

By: _____
Robert Balemian, President

Dated: February 17, 2005

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EXHIBIT INDEX

99.1 Press release dated February 16, 2005 issued by Griffon Corporation.

GRIFFON CORPORATION

Contact: Robert Balemian
President
(516) 938-5544

GRIFFON CORPORATION ANNOUNCES RETIREMENT OF
ROBERT BALEMIAN AS PRESIDENT AND CHIEF FINANCIAL OFFICER

APPOINTS ERIC EDELSTEIN EXECUTIVE VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

JERICHO, NY - February 16, 2005 - Griffon Corporation (NYSE: GFF) announced today at its Annual Meeting of Shareholders, that Robert Balemian, 66, its President and Chief Financial Officer since 1982, will retire effective May 1, 2005. Mr. Balemian will continue to serve as President until May 1, 2005 in order to assist in an orderly transition. In addition, Mr. Balemian will serve as a consultant to the company until 2010.

In connection with Mr. Balemian's retirement, the Board of Directors has appointed Eric Edelstein to serve as Executive Vice President and Chief Financial Officer effective March 1, 2005. Mr. Edelstein was employed for over 30 years by Arthur Andersen. When Mr. Edelstein left Arthur Andersen in 2002, he was Managing Partner of the Northeast Region of the Business Consulting Division and Managing Partner of the National Practices of the Business Consulting Division. Mr. Edelstein currently serves as a director of several public companies.

"The Board and I would like to thank Bob for his tremendous contributions during his tenure with Griffon and we respect his decision to retire. Bob has provided Griffon with outstanding loyalty and dedication for over 31 years," said Harvey R. Blau, the company's Chairman of the Board and Chief Executive Officer. "We all respect Bob, not only for his superb business capabilities, but also for the way he demonstrates Griffon's values on a daily basis and for his commitment to the company. Because of Bob's leadership, Griffon is well positioned for future growth. We also welcome Eric Edelstein to our management team and look forward to working with him to pursue the next steps in Griffon's strategic plan."

Griffon Corporation -

- o is a leading manufacturer and marketer of residential, commercial and industrial garage doors sold to professional installing dealers and major home center retail chains;
- o installs and services specialty building products and systems, primarily garage doors, openers, fireplaces and cabinets, for new construction markets through a substantial network of operations located throughout the country;
- o is an international leader in the development and production of embossed and laminated specialty plastic films used in the baby diaper, feminine napkin, adult incontinent, surgical and patient care markets; and
- o develops and manufactures information and communication systems for government and commercial markets worldwide.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: All statements other than statements of historical fact included in this release, including without limitation statements regarding the company's financial position, business strategy and the plans and objectives of the company's management for future operations, are forward-looking statements. When used in this release, words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to the company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the company's management, as well as assumptions made by and information currently available to the company's management. Actual results could differ materially from those contemplated by

the forward-looking statements as a result of certain factors, including but not limited to, business and economic conditions, competitive factors and pricing pressures, capacity and supply constraints. Such statements reflect the views of the company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the company. Readers are cautioned not to place undue reliance on these forward-looking statements. The company does not undertake to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

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