

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: August 3, 2004
(Date of earliest event reported)

Griffon Corporation

(Exact name of registrant as specified in its charter)

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

100 Jericho Quadrangle, Jericho, New York	11753
(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 12. Results of Operations and Financial Condition

On August 3, 2004, Griffon Corporation (the "Registrant") issued a press release announcing the Registrant's financial results for the quarter and nine months ended June 30, 2004. A copy of the Registrant's press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K is being furnished under Item 12 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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: /s/Robert Balemian

Robert Balemian, President

Dated: August 4, 2004

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Exhibit Index

99.1 Press release dated August 3, 2004 issued by Griffon Corporation.

GRIFFON CORPORATION ANNOUNCES

RECORD OPERATING RESULTS FOR THE THIRD QUARTER OF FISCAL 2004

Jericho, New York, August 3, 2004 - Griffon Corporation (NYSE:GFF) today reported record operating performance for the third quarter of fiscal 2004, ended June 30, 2004, with each of its business units contributing to the improved operating results.

Net sales for the quarter were \$367,948,000 compared to \$312,547,000 for the third quarter of fiscal 2003. Income before income taxes increased to \$24,760,000 from \$19,183,000. Net income was \$13,157,000 in the current quarter, up from \$11,322,000 in the third quarter of 2003. Basic earnings per share for the quarter was \$.44 compared to \$.34 last year and diluted earnings per share was \$.42 compared to \$.33 in 2003.

Telephonics, the company's electronic information and communication systems segment, had a very strong third quarter, attaining substantial increases in sales and operating profit. The improvement was primarily driven by Telephonics' performance on new program awards for 2004, including a contract to provide ground surveillance radars for perimeter protection of U.S. Air Force bases. Specialty plastic films also achieved higher sales and increased operating profit. The segment's operating improvement reflects improved pricing and product mix and the effect of a weaker U.S. dollar on translated foreign sales, partly offset by lower domestic unit volumes. The building products operations also contributed to the quarter's improved operating results. Continued sales gains in installation services and its elimination last year of an underperforming location coupled with effective expense control and higher unit sales of garage doors in all channels of distribution were the principal reasons for the operating improvement.

Consolidated earnings in the quarter reflected increased interest expense of \$1,100,000 associated with the company's convertible subordinated notes which were sold in the latter part of fiscal 2003.

Net sales for the nine months ended June 30, 2004 were \$1,024,086,000 compared to \$892,031,000 for the first nine months of fiscal 2003. Income before income taxes for the nine months rose to \$69,766,000, up from \$51,500,000 last year. Net income increased to \$34,934,000 from \$26,859,000 for the first nine months of 2003. Diluted earnings per share for the nine months was \$1.10 compared to \$.79 last year.

Cash flow from operations during the quarter was \$12,000,000, funding treasury stock purchases of \$5,000,000 and capital expenditures of \$6,000,000.

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.

GRIFFON CORPORATION
OPERATING HIGHLIGHTS
(Unaudited, in thousands except for per share amounts)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2004	2003	2004	2003
Net sales:				
Garage Doors	\$ 120,525	\$ 106,294	\$ 338,478	\$302,643
Installation Services	79,900	71,699	228,937	210,691
Speciality Plastic Films	100,065	98,050	310,679	277,521
Electronic Information and Communication Systems	73,302	42,501	162,201	118,874
Intersegment eliminations	(5,844)	(5,997)	(16,209)	(17,698)
	<u>\$ 367,948</u>	<u>\$ 312,547</u>	<u>\$1,024,086</u>	<u>\$892,031</u>
Operating income:				
Garage Doors	\$ 9,638	\$ 9,036	\$ 26,862	\$ 22,919
Installation Services	3,495	1,993	8,193	4,200
Speciality Plastic Films	10,780	9,643	38,862	29,465
Electronic Information and Communication Systems	6,237	1,847	11,936	6,463
Segment operating income	30,150	22,519	85,853	63,047
Unallocated amounts	(3,605)	(2,504)	(10,693)	(9,088)
Interest expense, net	(1,785)	(832)	(5,394)	(2,459)
	<u>24,760</u>	<u>19,183</u>	<u>69,766</u>	<u>51,500</u>
Provision for income taxes	(9,162)	(5,601) (1)	(25,814)	(17,881) (1)
	<u>15,598</u>	<u>13,582</u>	<u>43,952</u>	<u>33,619</u>
Minority interest	(2,441)	(2,260)	(9,018)	(6,760)
	<u>\$ 13,157</u>	<u>\$ 11,322</u>	<u>\$ 34,934</u>	<u>\$ 26,859</u>
Earnings per share of common stock:				
Basic	\$.44	\$.34	\$1.17	\$.81
Diluted	\$.42	\$.33	\$1.10	\$.79

(1) Includes benefit of \$1.7 million on resolution of tax contingencies and finalization of income taxes on foreign earnings and remittances.