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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5  
 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person\*

|                        |          |          |
|------------------------|----------|----------|
| Blau,                  | Harvey   | R.       |
| -----                  | -----    | -----    |
| (Last)                 | (First)  | (Middle) |
| 100 Jericho Quadrangle |          |          |
| -----                  |          |          |
| (Street)               |          |          |
| Jericho,               | New York | 11753    |
| -----                  | -----    | -----    |
| (City)                 | (State)  | (Zip)    |

2. Issuer Name and Ticker or Trading Symbol  
 Griffon Corporation (GFF)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year  
 April 30, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

|  |  |
|--|--|
| <input checked="" type="checkbox"/> Director                   | <input type="checkbox"/> 10% Owner             |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

Chairman of the Board

7. Individual or Joint/Group Filing (Check Applicable line)

|  |
|--|
| <input checked="" type="checkbox"/> Form Filed by One Reporting Person |
| <input type="checkbox"/> Form Filed by More than One Reporting Person  |

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 Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned  
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| 1.<br>Title of Security<br>(Instr. 3)      | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount (A)<br>or (D) Price | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction(s)<br>(Instr. 3 &<br>Instr.4) | 6.<br>Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.4) | 7.<br>Nature of<br>Indirect<br>Ownership<br>(Instr.4) |
|--|--|---|--|---|--|---|---|
| Common Stock,<br>Par Value \$.25 per share |  |   |  |   | 687,405 (1)  | D   |   |
| Common Stock,<br>Par Value \$.25 per share |  |   |  |   | 143,809 (2)  | I   | By Wife   |

(1) Since reporting person's last report, 63,311 shares allocated to reporting person and held by the Blau, Kramer, Wactlar & Lieberman Profit-Sharing Plan have been distributed and are now held directly.  
(2) Reporting person disclaims beneficial ownership of these securities.

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>Code V (A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares | 8.<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9.<br>Number<br>of<br>Owner-<br>deriv-<br>ative<br>Secur-<br>ities<br>Bene-<br>ficially<br>Owned<br>Follow-<br>ing<br>Trans-<br>action(s)<br>(Instr.<br>4) | 10.<br>Owner-<br>ship<br>Form<br>of<br>Deriv-<br>ative<br>Secur-<br>ity:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr.<br>4) | 11.<br>Nature<br>of<br>In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship<br>(Instr.<br>4) |
|--|---|--|---|---|---|--|--|--|--|--|--|
| 1998 Stock<br>Option Plan<br>(Right to Buy)            |   |  |   |   |   |  |  | 715,000  | D  |  |  |
| 1997 Stock<br>Option Plan<br>(Right to Buy)            |   |  |   |   |   |  |  | 882,200  | D  |  |  |
| 1995 Stock<br>Option Plan<br>(Right to Buy)            |   |  |   |   |   |  |  | 550,000  | D  |  |  |
| 1992 Stock<br>Option Plan<br>(Right to Buy)            |   |  |   |   |   |  |  | 513,700  | D  |  |  |
| 2001 Stock<br>Option Plan<br>(Right to Buy)            | \$13.62   | 4/30/03  |   | A   | 100,000   | (1) 4/30/13  | Common<br>Stock 100,000  | 520,600  | D  |  |  |

Explanation of Responses:

(1) Fifty percent (50%) of the options are exercisable on 4/30/04; one hundred percent (100%) of the options are exercisable on 4/30/05.

\s\Harvey R. Blau

04/30/03

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\*\*Signature of Reporting Person

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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.