

Form 144

FORM 144/A

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144/A: Filer Information

Filer CIK 0001195908
Filer CCC XXXXXXXXX
Previous Accession Number Of The Filing 0000050725-24-000098
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144/A: Issuer Information

Name of Issuer Griffon Corporation
SEC File Number 001-06620
Address of Issuer 712 Fifth Avenue
New York
NEW YORK
10019
Phone 212-957-5000
Name of Person for Whose Account the Securities are To Be Sold Ronald J. Kramer

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Director and Officer

144/A: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	Deutsche Bank Securities Inc. One Columbus Circle New York NY 10019	400000	25352000	49263240	08/19/2024	NYSE

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144/A: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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	Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Common Stock	04/01/2011 Vesting of Restricted Stock	Griffon Corporation	<input type="checkbox"/>	135283	04/01/2011 N/A
Common Stock	01/29/2020 Vesting of Restricted Stock	Griffon Corporation	<input type="checkbox"/>	185160	01/29/2020 N/A
Common Stock	11/18/2013 Vesting of Restricted Stock	Griffon Corporation	<input type="checkbox"/>	59557	11/18/2013 N/A
Common Stock	05/04/2015 Open Market Purchase	Acquired on the open market	<input type="checkbox"/>	10000	05/07/2015 Cash
Common Stock	05/05/2015 Open Market Purchase	Acquired on the open market	<input type="checkbox"/>	10000	05/08/2015 Cash

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144/A: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Ronald J. Kramer c/o Griffon Corporation 712 Fifth Avenue New York NY 10019	Common Stock	06/12/2024	100000	6707203

144/A: Remarks and Signature

Remarks This Form 144/A amends the original Form 144 that was filed on August 19, 2024. The only change to the original Form 144 is to amend the Securities to be Sold section; all other information remains unchanged. The shares covered by this Form 144 are being sold pursuant to a Rule 10b5-1 Sales Plan dated May 20, 2024, which is intended to comply with Rule 10b5-1. The representation herein regarding Seller's knowledge of material information speaks as of the adoption of that Sales Plan.

Date of Notice 11/15/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Seth L. Kaplan, as attorney-in-fact

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)