

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: April 30, 2002
(Date of earliest event reported)

Griffon Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-6620 (Commission File Number)	11-1893410 (IRS Employer Identification Number)
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100 Jericho Quadrangle, Jericho, New York (Address of principal executive offices)	11753 (Zip Code)
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Registrant's telephone number including area code (516) 938-5544

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

Item 4. Changes in Registrant's Certifying Accountant

(a) On April 30, 2002, the Audit Committee of Griffon Corporation ("the Company"), as authorized by the Board of Directors, dismissed Arthur Andersen LLP ("Arthur Andersen") as the Company's independent public accountants, effective immediately, and authorized the engagement of PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") to serve as the Company's independent public accountants for the fiscal year ending September 30, 2002. None of Arthur Andersen's reports on the Company's consolidated financial statements for the fiscal years ended September 30, 2001 and 2000 contained an adverse opinion or disclaimer of opinion, nor was any such report qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended September 30, 2001 and 2000 and through the date hereof, there were no disagreements between the Company and Arthur Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has requested that Arthur Andersen furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of such letter is filed as Exhibit 16 to this Form 8-K.

(b) The Company engaged PricewaterhouseCoopers as its new independent public accountants as of May 1, 2002. During the fiscal years ended September 30, 2001 and 2000 and through the date hereof, the Company has not consulted PricewaterhouseCoopers with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any matter that was either the subject of a disagreement, as that

term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

16 Letter from Arthur Andersen LLP required by Item 304(a)(3) of Regulation S-K.

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 thereunto duly authorized.

GRIFFON CORPORATION

By: /s/ Robert Balemian
Robert Balemian, President
and Chief Financial Officer

Date: May 6, 2002

Arthur Andersen LLP
105 Eisenhower Parkway
Roseland, NJ 07068-1099
Tel 973 403 6100

www.andersen.com

May 2, 2002

Office of the Chief Accountant
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Dear Sir or Madam:

We have read Item 4 subparagraph (a) included in the Form 8-K dated April 30, 2002, of Griffon Corporation filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP

Arthur Andersen LLP

cc: Mr. Patrick Alesia, Vice President and Treasurer