

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>GOLDMAN SACHS GROUP INC</b>  (Last) (First) (Middle) <b>85 BROAD ST</b>  (Street) <b>NEW YORK NY 10004</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GRIFFON CORP [ GFF ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2009</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2009		A		2,122 <sup>(2)</sup>	A	\$0	10,002,122	I	See footnotes <sup>(1)(3)(4)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*

**GOLDMAN SACHS GROUP INC**

(Last) (First) (Middle)

**85 BROAD ST**

(Street)

**NEW YORK NY 10004**

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

**GOLDMAN SACHS & CO**

(Last) (First) (Middle)

**85 BROAD STREET**

(Street)

**NEW YORK NY 10004**

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GS Direct, L.L.C.

(Last) (First) (Middle)

85 BROAD STREET

(Street)

NEW YORK NY 10004

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GS Direct, L.L.C. ("GS Direct", and together with GS Group and Goldman Sachs, the "Reporting Persons").
2. On February 4, 2009, 2,122 shares of common stock, par value \$0.25 per share (the "Common Stock") of Griffon Corporation (the "Company") were granted as 1,061 shares of Common Stock to each of Gerald J. Cardinale and Bradley J. Gross, each a managing director of Goldman Sachs, in their capacity as directors of the Company pursuant to the Company's Outside Director Stock Award Plan (the "Plan"). Each grant of 1,061 shares vests one third on each of the next three anniversaries of the grant date, which was February 4, 2009.
3. GS Group may be deemed to beneficially own 2,122 shares of Common Stock pursuant to the Plan, consisting of 1,061 shares of Common Stock granted to each of Gerald J. Cardinale and Bradley J. Gross. Messrs. Cardinale and Gross each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
4. GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 10,000,000 shares of the Company's Common Stock, beneficially owned directly by GS Direct. Goldman Sachs and GS Direct are wholly-owned subsidiaries of GS Group. Goldman Sachs is the manager of GS Direct. The Reporting Persons each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein. Goldman Sachs has net open short positions of 312,989 shares of Common Stock.

/s/ Yvette Kosic, Attorney-in-  
fact 02/06/2009

/s/ Yvette Kosic, Attorney-in-  
fact 02/06/2009

/s/ Yvette Kosic, Attorney-in-  
fact 02/06/2009

\*\* Signature of Reporting Person 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.