

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 (Date of Earliest Event Reported): AUGUST 3, 2005

GRIFFON CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE ----- (State or Other Jurisdiction of Incorporation)	1-6620 ----- (Commission File Number)	11-1893410 ----- (I.R.S. Employer Identification Number)
100 JERICHO QUADRANGLE, JERICHO, NEW YORK ----- (Address of Principal Executive Offices)		11753 ----- (Zip Code)

(516) 938-5544
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF PRINCIPAL OFFICERS.

On August 3, 2005, upon the recommendation of the Nominating and Governance Committee of the Board of Directors of Griffon Corporation (the "Registrant"), the Board of Directors appointed General Donald J. Kutyna as a member of the Board of Directors to fill a vacancy on the Board of Directors. General Kutyna has also been appointed to the Ethics Oversight Committee of the Board of Directors.

There is no arrangement or understanding between General Kutyna and any other person pursuant to which General Kutyna was appointed as a director of Registrant.

There were no transactions or series of transactions, since the beginning

of the Registrant's last fiscal year, or any currently proposed transaction or series of transactions to which the Registrant was or is to be a party, in which the amount involved exceeds \$60,000 and in which General Kutyna had, or will have, a direct or indirect material interest.

On August 8, 2005, the Registrant issued a press release announcing the appointment of General Kutyna. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 8.01 OTHER EVENTS.

On August 8, 2005, the Registrant issued a press release announcing an increase in the number of shares eligible to be purchased by the Registrant pursuant to its stock buyback program. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS

99.1 Press Release dated August 8, 2005

SIGNATURES

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/Patrick Alesia

Patrick Alesia
Vice President, Treasurer and Secretary

Date: August 8, 2005

EXHIBIT INDEX

99.1 Press Release dated August 8, 2005.

GRIFFON CORPORATION ANNOUNCES
INCREASE IN STOCK BUYBACK PROGRAM
AND APPOINTMENT OF GENERAL DONALD J. KUTYNA USAF (RET.)
TO BOARD OF DIRECTORS

Jericho, New York, August 8, 2005 - Griffon Corporation (NYSE:GFF) announced today that it has increased its stock buyback program by 1,500,000 shares. This brings the current authorization to 2,900,000 shares. Since 1993, the company has expended \$199,000,000 to purchase 15,700,000 shares of its capital stock. Additional purchases will be made from time to time, depending on market conditions, at prices deemed appropriate by management.

In addition, the company's Board of Directors appointed General Donald J. Kutyna USAF (Ret.) to the Board. General Kutyna had been commander in chief of the North American Aerospace Command and the U.S. Space Command and the Air Force Space Command.

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, results of integrating acquired businesses into existing operations, competitive factors and pricing pressures for resin and steel, 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.