

GRIFFON CORP

Form 3

November 13, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Â MITAROTONDA JAMES A

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/02/2007

3. Issuer Name **and** Ticker or Trading Symbol

GRIFFON CORP [GFF]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O BARINGTON CAPITAL
GROUP, L.P.,Â 888 SEVENTH
AVENUE 17TH FL

(Street)

NEW YORK,Â NYÂ 10019

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

440,238

I

By Barington Companies Equity
Partners, L.P. (1) (2) (3)

Common Stock

779,303

I

By Barington Companies
Offshore Fund, Ltd. (1) (2) (3)

Common Stock

314,299

I

By Barington Investments, L.P.
(1) (2) (3)

Common Stock

50,811

I

By Benchmark Opportunitas
Fund plc (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not**

required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITAROTONDA JAMES A
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE 17TH FL
NEW YORK, NY 10019

Â X Â Â Â

Signatures

/s/ James A.
Mitarotonda

11/09/2007

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of each of Barington Companies Investors, LLC ("Barington Investors"), Barington Companies Advisors, LLC ("Barington Advisors"), Barington Offshore Advisors, LLC ("Barington Offshore") and Barington Offshore Advisors II,

(1) LLC ("Barington Offshore II"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P. (the "Onshore Fund"). Barington Advisors is the general partner of Barington Investments, L.P. Barington Offshore is the investment advisor to Benchmark Opportunitas Fund plc ("Benchmark"). Barington Offshore II is the investment advisor to Barington Companies Offshore Fund, Ltd. (the "Offshore Fund"). (Continued in footnote 2)

(2) Subsequent to Mr. Mitarotonda being appointed a director of the Issuer, 25,987 of the 50,811 shares owned by Benchmark were transferred to the Onshore Fund and the remaining 24,824 shares were transferred to the Offshore Fund.

The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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