GRIFFON CORP
Form 3
December 07, 2007

FORM 3

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

OMB APPROVAL	
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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 SMITH FRANKLIN H JR
(Last) (First) (Middle)

100 JERICHO QUADRANGLE,Â SUITE 224
(Street)

JERICHO,Â NYÂ 11753
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/30/2007

3. Issuer Name **and** Ticker or Trading Symbol
GRIFFON CORP [GFF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.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	50,297 (1)	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
1998 E&D Stock Option Plan (Right to Buy)	Â (2)	11/09/2010	Common Stock	22,000	$ 6.8181	D	Â
1998 E&D Stock Option Plan (Right to Buy)	Â (2)	02/05/2012	Common Stock	20,000	$ 15.29	D	Â
1998 E&D Stock Option Plan (Right to Buy)	Â (2)	02/04/2013	Common Stock	20,000	$ 13.34	D	Â
1998 E&D Stock Option Plan (Right to Buy)	Â (2)	02/04/2014	Common Stock	20,000	$ 22.2	D	Â
2001 E&D Stock Option Plan (Right to Buy)	Â (3)	05/02/2015	Common Stock	18,000	$ 18.55	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH FRANKLIN H JR 100 JERICHO QUADRANGLE SUITE 224 JERICHO,Â NYÂ 11753	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Franklin H. Smith, Jr.	12/07/2007
**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).

(1) Includes 50,000 shares of restricted stock granted under the Griffon Corporation (the "Company") 2006 Equity Incentive Plan. The restricted stock vests in equal installments on each of August 2, 2007, August 2, 2008, August 2, 2009, August 2, 2010 and August 2, 2011. Also includes 297 shares of common stock allocated to the Reporting Person's account under the Company's ESOP.

(2) Option is currently fully exercisable.

(3) Option is currently exercisable as to 15,000 shares of common stock; the remaining 3,000 shares of common stock will become exercisable on May 3, 2008.

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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