

GRIFFON CORP
Form 4
November 21, 2007

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL
GROUP, L.P., 888 SEVENTH
AVENUE 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Common Stock	11/19/2007		P	7,949 A	\$ 13.5326	474,174 I	By Barington Companies Equity Partners, L.P. ⁽¹⁾ ⁽²⁾
Common Stock	11/19/2007		P	13,716 A	\$ 13.5326	817,843 I	By Barington Companies Offshore Fund, Ltd. ⁽¹⁾ ⁽²⁾
	11/19/2007		P	3,335 A		317,634 I	

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Common Stock						\$ 13.5326				By Barington Investments, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	11/20/2007		P	7,952	A	\$ 12.8149	482,126		I	By Barington Companies Equity Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	11/20/2007		P	13,713	A	\$ 12.8149	831,556		I	By Barington Companies Offshore Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	11/20/2007		P	3,335	A	\$ 12.8149	320,969		I	By Barington Investments, L.P. <u>(1)</u> <u>(2)</u>

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P.	X

888 SEVENTH AVENUE 17TH FLOOR
NEW YORK, NY 10019

Signatures

/s/ James A.
Mitarotonda

11/21/2007

____Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

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

- (1) Advisors, LLC ("Barington Advisors") and Barington Offshore Advisors II, LLC ("Barington Offshore II"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P. Barington Advisors is the general partner of Barington Investments, L.P. Barington Offshore II is the investment advisor to Barington Companies Offshore Fund, Ltd.

The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this

- (2) 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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