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GRIFFON CORP  
Form 8-K  
February 06, 2004

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: February 5, 2004  
(Date of earliest event reported)

Griffon Corporation

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(Exact name of registrant as specified in its charter)

Delaware

1-6620

11-1893410

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(State or other  
jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification  
Number)

100 Jericho Quadrangle, Jericho, New York

11753

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(Address of principal executive offices)

(Zip Code)

(516) 938-5544

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(Registrant's telephone number including area code)

N/A

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(Former name or former address, if changed since last report.)

Item 7. Financial Statements and Exhibits.

Exhibits

99.1 Press release dated February 5, 2004 issued by Griffon Corporation  
("Registrant").

Item 12. Results of Operations and Financial Condition

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On February 5, 2004, the Registrant issued a press release announcing the Registrant's financial results for the first quarter ended December 31, 2003. A copy of the Registrant's press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K is being furnished under Item 12 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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SIGNATURE

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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 thereunto duly authorized.

GRIFFON CORPORATION

By: /s/Robert Balemian

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Dated: February 6, 2004

