

GRIFFON CORP  
Form 4  
February 15, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)  
200 WEST STREET  
(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/11/2011		A		5,000 (2) \$ 0	10,008,754	I
							See footnotes (1) (3) (4)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS Direct, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		

## Signatures

/s/ Yvette Kusic, Attorney-in-fact	02/15/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact	02/15/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact	02/15/2011
**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).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GS Direct, L.L.C. ("GS Direct", and together with GS Group and Goldman Sachs, the "Reporting Persons").
- (2)

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On February 11, 2011, in the aggregate, 5,000 shares of common stock, par value \$0.25 per share (the "Common Stock") of Griffon Corporation (the "Company") were granted as 2,500 shares of Common Stock to each of Gerald J. Cardinale and Bradley J. Gross, each a managing director of Goldman Sachs, in their capacity as directors of the Company pursuant to the Company's 2011 Equity Incentive Plan (the "Plan"). Each grant of 2,500 shares vests one third on each of the next three anniversaries of the grant date, which was February 11, 2011.

GS Group may be deemed to beneficially own, in the aggregate, 8,754 shares of Common Stock, consisting of 2,500 shares of common stock granted to each of Gerald J. Cardinale and Bradley J. Gross (each a "Director") pursuant to the Plan and 1,877 shares of Common

- (3) Stock granted to each Director pursuant to the Outside Director Stock Award Plan. Messrs. Cardinale and Gross each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 10,000,000 shares of the Company's Common Stock, beneficially owned directly by GS Direct. Goldman Sachs and GS Direct are wholly-owned subsidiaries of GS Group.

- (4) Goldman Sachs is the manager of GS Direct. The Reporting Persons each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any. Goldman Sachs has net open short positions of 312,986 shares of Common Stock, reflecting changes due to exempt transactions.

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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