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GRIFFON CORP
 Form S-8
 May 16, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C.

FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GRIFFON CORPORATION
 (Exact name of registrant as specified in its charter)

Delaware 11-1893410
 (State or other jurisdiction of (I.R.S. Employer Identification No.)
 incorporation or organization)

100 Jericho Quadrangle, Jericho, New York 11753
 (Address of principal executive offices) (Zip Code)

1998 EMPLOYEE & DIRECTOR STOCK OPTION PLAN, AS AMENDED

(Full title of the plans)

Robert Balemian, President
 Griffon Corporation
 100 Jericho Quadrangle
 Jericho, New York 11753
 (Name and address of agent for service)

(516) 938-5544
 (Telephone number, including area code, of agent for service)

copy to:
 David H. Lieberman, Esq.
 Blau, Kramer, Wactlar & Lieberman, P.C.
 100 Jericho Quadrangle
 Jericho, New York 11753
 (516) 822-4820

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Amount to be Offering Registered (1)	Proposed Maximum Aggregate Amount of Price Per Share (2)	Offer
Common Stock, par value \$.25 per share together with the associated Preferred Share Purchase Rights	500,000 shs. (3) (4)	\$19.78	\$9,

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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Company with the Commission (File No. 1-6620) pursuant to the Exchange Act, are incorporated by reference in this Registration Statement and shall be deemed to be a part hereof:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2001;
- (2) The Company's Quarterly Report on Form 10-Q for the fiscal quarters ended December 31, 2001 and March 31, 2002;
- (3) The Company's Proxy Statement dated December 28, 2001 for its 2002 annual meeting of stockholders;
- (4) The Company's Current Report on Form 8-K dated April 30, 2002;
- (5) The Registration Statement on Form 8-A dated January 19, 1993 with respect to the Company's Common Stock (File No. 1-6620), including any amendment or report filed for the purpose of updating the description of the Common Stock contained therein; and
- (6) The Registration Statement on Form 8-A dated May 16, 1996 with respect to the Company's Preferred Share Purchase Rights.

All documents filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the termination of this offering of Common Stock shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will provide without charge to each person to whom a copy of this Registration Statement is delivered, upon the written or oral request of such person, a copy of any or all of the documents incorporated by reference (except for exhibits thereto unless specifically incorporated by reference therein). Requests for such copies should be directed to the Secretary, Griffon Corporation, 100 Jericho Quadrangle, Suite 224, Jericho, New York 11753, (516) 938-5544.

Item 8. Exhibits.

- 4.1 1998 Employee and Director Stock Option Plan, as amended
- 5 Opinion and consent of Blau, Kramer, Wactlar & Lieberman, P.C.
- 23.1 Consent of Blau, Kramer, Wactlar & Lieberman, P.C. - included in their opinion filed as Exhibit 5.
- 23.2 Consent of Arthur Andersen LLP.

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24 Powers of Attorney - included in signature page hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jericho, New York on the 14th day of May, 2002.

GRIFFON CORPORATION

By: /s/ Harvey R. Blau
Harvey R. Blau
Chairman of the Board
(Principal Executive Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on the 14th day of May, 2002 by the following persons in the capacities indicated. Each person whose signature appears below constitutes and appoints Harvey R. Blau and Robert Balemian, and each of them acting individually, with full power of substitution, our true and lawful attorneys-in-fact and agents to do any and all acts and things in our name and on our behalf in our capacities indicated below which they or either of them may deem necessary or advisable to enable Griffon Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement including specifically, but not limited to, power and authority to sign for us or any of us in our names in the capacities stated below, any and all amendments (including post-effective amendments) thereto, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in such connection, as fully to all intents and purposes as we might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Signature Title

/s/ Harvey R. Blau Chairman of the Board
Harvey R. Blau (Principal Executive Officer)
/s/ Robert Balemian President and Director
Robert Balemian (Principal Financial Officer)
/s/ Patrick Alesia Vice President and Treasurer
Patrick Alesia (Principal Accounting Officer)
/s/ Henry A. Alpert Director
Henry A. Alpert
/s/ Bertrand M. Bell Director
Bertrand M. Bell
/s/ Abraham M. Buchman Director

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Abraham M. Buchman

/s/ Clarence A. Hill, Jr. Director
Clarence A. Hill, Jr.

/s/ Ronald J. Kramer Director
Ronald J. Kramer

/s/ James W. Stansberry Director
James W. Stansberry

/s/ Martin S. Sussman Director
Martin S. Sussman

/s/ William H. Waldorf Director
William H. Waldorf

/s/ Joseph J. Whalen Director
Joseph J. Whalen

/s/ Lester L. Wolff Director
Lester L. Wolff