Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			or Section So(n) of the investment Company Act of 1940										
1. Name and Address of Reporting Person <sup>*</sup> <u>Hegedus Samanta</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>GRIFFON CORP</u> [ GFF ]		ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner								
(Last) (First) (Middle) GRIFFON CORPORATION 712 FIFTH AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2024		Officer (give title below)	Other (specify below)							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person								
(Street) NEW YORK	NY	10019			Form filed by More than Person	•							
			Rule 10b5-1(c) Transaction Indication										
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan the satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										
	1	Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Bene	ficially	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

Ì	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					Securities Beneficially		7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
	Common Stock	03/20/2024		Α		1,525	Α	<b>\$0</b> <sup>(1)</sup>	27,452	D	

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

	(3-,,																	
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. Transa Code ( 8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	5. Number of Expiration Date Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date Au Month/Day/Year) So Un Di So		Expiration Date Amount of (Month/Day/Year) Securities Underlying Derivative		cpiration Date Ionth/Day/Year) Amount of Securities Security Underlying (Instr. 5) Derivative Security (Instr.			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							

Explanation of Responses:

1. Restricted stock grant under the Company's 2016 Equity Incentive Plan. All shares of restricted stock will vest on March 20, 2025.

Remarks:

/s/ Seth L. Kaplan, as	
attorney-in-fact	

03/22/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.