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

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from   to

Commission File Number: 1-6620

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

DELAWARE	11-1893410
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 JERICHO QUADRANGLE, JERICHO, NEW YORK	11753
(Address of principal executive offices)	(Zip Code)

(516) 938-5544
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

[X]   Yes   [ ] No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 33,271,832 shares of Common Stock as of April 30, 2002.

FORM 10-Q

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GRIFFON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2002 (Unaudited)	September 30, 2001 (Note 1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 41,352,000	$ 40,096,000
Accounts receivable, less allowance for doubtful accounts	131,660,000	146,425,000
Contract costs and recognized income not yet billed	59,792,000	66,116,000
Inventories (Note 2)	96,348,000	98,044,000
Prepaid expenses and other current assets	21,119,000	18,148,000
Total current assets	350,271,000	368,829,000
PROPERTY, PLANT AND EQUIPMENT at cost, less accumulated depreciation and amortization of $113,734,000 at March 31, 2002 and $104,231,000 at September 30, 2001	145,845,000	145,931,000
OTHER ASSETS:		
Costs in excess of fair value of net assets of businesses acquired (Note 5)	33,542,000	60,232,000
Other	12,783,000	10,001,000
	46,325,000	70,233,000
	$542,441,000	$584,993,000

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2002 (Unaudited)	September 30, 2001 (Note 1)
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts and notes payable	$ 55,454,000	$ 63,740,000
Other current liabilities	100,784,000	99,211,000
Total current liabilities	156,238,000	162,951,000
LONG-TERM DEBT	84,163,000	108,615,000
MINORITY INTEREST AND OTHER	19,082,000	19,574,000
SHAREHOLDERS' EQUITY:		
Preferred Stock, par value $.25 per		

share, authorized 3,000,000 shares, no shares issued	---	---
Common Stock, par value $.25 per share, authorized 85,000,000 shares, issued 35,961,717 shares at March 31, 2002 and 35,023,437 shares at September 30, 2001; 2,824,085 and 2,284,802 shares in treasury at March 31, 2002 and September 30, 2001, respectively	8,990,000	8,756,000
Other shareholders' equity	273,968,000	285,097,000
Total shareholders' equity	282,958,000	293,853,000
	$542,441,000	$584,993,000

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	THREE MONTHS ENDED MARCH 31, 2002	2001
Net sales	$267,308,000	$264,189,000
Cost of sales	192,533,000	196,870,000
Gross profit	74,775,000	67,319,000
Selling, general and administrative expenses	63,248,000	56,522,000
Income from operations (Note 6)	11,527,000	10,797,000
Other income (expense):		
Interest expense	(1,177,000)	(3,258,000)
Interest income	278,000	597,000
Other, net	(183,000)	(385,000)
	(1,082,000)	(3,046,000)
Income before income taxes	10,445,000	7,751,000
Provision for income taxes	4,178,000	3,178,000
Income before minority interest	6,267,000	4,573,000
Minority interest	(1,452,000)	(1,596,000)
Net income	$ 4,815,000	$ 2,977,000
Basic and diluted earnings per share of common stock (Note 3)	$ .14	$ .09

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	SIX MONTHS ENDED MARCH 31, 2002	2001

Net sales	$569,210,000	$552,384,000
Cost of sales	410,595,000	409,864,000
Gross profit	158,615,000	142,520,000
Selling, general and administrative expenses	125,660,000	113,858,000
Income from operations	32,955,000	28,662,000
Other income (expense):		
Interest expense	(2,538,000)	(6,723,000)
Interest income	578,000	1,168,000
Other, net	(256,000)	(369,000)
	(2,216,000)	(5,924,000)
Income before income taxes	30,739,000	22,738,000
Provision for income taxes	12,295,000	9,323,000
Income before minority interest and cumulative effect of a change in accounting principle	18,444,000	13,415,000
Minority interest	(3,047,000)	(2,935,000)
Income before cumulative effect of a change in accounting principle	15,397,000	10,480,000
Cumulative effect of a change in accounting principle, net of income taxes of $2,457,000 (Note 5)	(24,118,000)	---
Net income (loss)	$ (8,721,000)	$ 10,480,000
Basic earnings (loss) per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .47	$ .32
Cumulative effect of a change in accounting principle	(.73)	---
	$ (.26)	$ .32
Diluted earnings (loss) per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .44	$ .32
Cumulative effect of a change in accounting principle	(.69)	---
	$ (.25)	$ .32

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	SIX MONTHS ENDED MARCH 31, 2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$(8,721,000)	$10,480,000
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	10,641,000	12,084,000
Pension curtailment gain	---	(3,156,000)
Minority interest	3,047,000	2,935,000
Cumulative effect of a change in accounting principle	24,118,000	---
Provision for losses on accounts receivable	1,138,000	1,767,000
Change in assets and liabilities:		
Decrease in accounts receivable and contract		

costs and recognized income not yet billed	20,700,000	21,888,000
Decrease in inventories	1,367,000	1,255,000
Decrease in prepaid expenses and other assets	1,579,000	1,648,000
Decrease in accounts payable, accrued liabilities and income taxes	(10,998,000)	(12,147,000)
Other changes, net	1,156,000	4,374,000
Total adjustments	52,748,000	30,648,000
Net cash provided by operating activities	44,027,000	41,128,000
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property, plant and equipment	(12,085,000)	(8,650,000)
(Increase) decrease in equipment lease deposits and other	(92,000)	2,438,000
Net cash used in investing activities	(12,177,000)	(6,212,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury shares	(4,606,000)	---
Proceeds from issuance of long-term debt	2,000,000	1,406,000
Payments of long-term debt	(25,942,000)	(18,122,000)
Decrease in short-term borrowings	(1,800,000)	(2,240,000)
Exercise of stock options	3,545,000	---
Other, net	(3,791,000)	(1,903,000)
Net cash used in financing activities	(30,594,000)	(20,859,000)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,256,000	14,057,000
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	40,096,000	26,616,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$41,352,000	$40,673,000

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Basis of Presentation -

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three-month and six-month periods ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ending September 30, 2002. The balance sheet at September 30, 2001 has been derived from the audited financial statements at that date. For further information, refer to the consolidated financial statements and footnotes thereto included in the company's annual report to shareholders for the year ended September 30, 2001.

(2) Inventories -

Inventories, stated at the lower of cost (first-in, first-out or average) or market, are comprised of the following:

	March 31, 2002	September 30, 2001

Finished goods........................	$44,624,000	$53,613,000
Work in process.......................	31,105,000	27,809,000
Raw materials and supplies............	20,619,000	16,622,000
	$96,348,000	$98,044,000

(3) Earnings per share (EPS) -

Earnings per share amounts and the weighted average number of shares used in their calculation for the three-month and six-month periods ended March 31, 2001 have been restated to reflect the effect of a 10% Common Stock dividend paid in September 2001.

Basic EPS is calculated by dividing income by the weighted average number of shares of common stock outstanding during the period. The weighted average number of shares of common stock used in determining basic EPS was 33,208,000 and 32,989,000 for the three months ended March 31, 2002 and 2001, respectively and 33,132,000 and 32,978,000 for the six months ended March 31, 2002 and 2001, respectively.

Diluted EPS is calculated by dividing income by the weighted average number of shares of common stock outstanding plus additional common shares that could be issued in connection with potentially dilutive securities. The weighted average number of shares of common stock used in determining diluted EPS was 35,276,000 and 33,171,000 for the three months ended March 31, 2002 and 2001, respectively and 34,924,000 and 33,161,000 for the six months ended March 31, 2002 and 2001, respectively, and reflects additional shares issuable in connection with stock option and other stock-based compensation plans.

Options to purchase approximately 5,206,000 shares of common stock were not included in the computation of diluted earnings per share for the three and six months ended March 31, 2001, because the effects would have been antidilutive.

(4) Business segments -

The company's reportable business segments are as follows - Garage Doors (manufacture and sale of residential and commercial/industrial garage doors, and related products); Installation Services (sale and installation of building products primarily for new construction, such as garage doors, garage door openers, manufactured fireplaces and surrounds, and cabinets); Electronic Information and Communication Systems (communication and information systems for government and commercial markets); and Specialty Plastic Films (manufacture and sale of plastic films and film laminates for baby diapers, adult incontinence care products, disposable surgical and patient care products and plastic packaging).

Information on the company's business segments is as follows:

	Garage Doors	Installation Services	Specialty Plastic Films	Electronic Information and Communication Systems	Totals
Revenues from external customers -					
Three months ended					
March 31, 2002	$ 88,220,000	$ 63,465,000	$ 68,948,000	$46,675,000	$267,308,000
March 31, 2001	82,061,000	62,399,000	77,044,000	42,685,000	264,189,000
Six months ended					
March 31, 2002	200,836,000	134,498,000	141,514,000	92,362,000	569,210,000
March 31, 2001	184,977,000	130,206,000	149,754,000	87,447,000	552,384,000
Intersegment revenues -					

Three months ended					
March 31, 2002	$ 5,082,000	$ 55,000	$ ---	$ ---	$ 5,137,000
March 31, 2001	5,796,000	79,000	---	---	5,875,000
Six months ended					
March 31, 2002	12,203,000	132,000	---	---	12,335,000
March 31, 2001	12,248,000	134,000	---	---	12,382,000
Segment profit -					
Three months ended					
March 31, 2002	$ 336,000	$ 721,000	$ 10,064,000	$ 3,086,000	$ 14,207,000
March 31, 2001	(1,435,000)	727,000	11,914,000	1,849,000	13,055,000
Six months ended					
March 31, 2002	9,581,000	3,105,000	19,884,000	5,526,000	38,096,000
March 31, 2001	3,500,000	1,915,000	21,626,000	6,128,000	33,169,000

Following is a reconciliation of segment profit to amounts reported in the consolidated financial statements:

	Three Months Ended March 31, 2002	2001	Six Months Ended March 31, 2002	2001
Profit for all segments	$14,207,000	$13,055,000	$38,096,000	$33,169,000
Unallocated amounts	(2,863,000)	(2,643,000)	(5,397,000)	(4,876,000)
Interest expense, net	(899,000)	(2,661,000)	(1,960,000)	(5,555,000)
Income before income taxes	$10,445,000	$ 7,751,000	$30,739,000	$22,738,000

(5) Changes in accounting principles -

Effective October 1, 2001, the company adopted Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," (SFAS 142). SFAS 142 addresses accounting and reporting for acquired goodwill. It eliminates the previous requirement to amortize goodwill and establishes new requirements with respect to evaluating goodwill for impairment. With the assistance of a third-party valuation expert, the company ascertained the fair value of its reporting units as part of adopting SFAS 142 and determined that goodwill of the installation services segment was impaired pursuant to the new standard. The fair value of the installation services segment used in computing the impairment loss was determined through a combination of market based approaches and present value techniques. Results for the six months ended March 31, 2002 include the related cumulative effect of a change in accounting principle in the amount of $24,118,000 (net of an income tax benefit of $2,457,000) to reflect the impairment.

Had SFAS 142 been in effect for the three and six months ended March 31, 2001, the related elimination of goodwill amortization would have increased the company's net income and earnings per share as follows:

	For the Three Months Ended March 31, 2001			For the Six Months Ended March 31, 2001		
	As Reported	Increase	Pro Forma	As Reported	Increase	Pro Forma
Net income	$ 2,977,000	$ 477,000	$3,454,000	$10,480,000	$ 950,000	$11,430,000
Basic earnings per share of common stock	$.09		$.10	$.32		$.35
Diluted earnings per share of common stock	$.09		$.10	$.32		$.34

The Financial Accounting Standards Board has also issued Statement of Financial Accounting Standards Nos. 143, "Accounting for Asset Retirement Obligations" and 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS 143 addresses accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs, and will become effective in fiscal 2003. SFAS 144 addresses accounting and reporting for the impairment or disposal of long-lived assets and also becomes effective in fiscal 2003. The company anticipates that adoption of these new standards will not have a material effect on its financial position and results of operations.

(6) Pension curtailment gain -

Pursuant to the provisions of Statement of Financial Accounting Standards No. 88, "Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits," modifications to certain employee benefits and related benefit freezes resulted in the recognition of a pretax curtailment gain of approximately $3,100,000 in the three and six months ended March 31, 2001.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Operating results for the three and six month periods ended March 31, 2001 included a pretax pension curtailment gain of approximately $3.1 million, which was evenly divided between the specialty plastic films and garage doors segments. Prior year operating results also included goodwill amortization of $.6 million and $1.2 million for the three and six month periods.

THREE MONTHS ENDED MARCH 31, 2002

Following are operating results (in thousands) by business segment for the three-month periods ended March 31:

	Net Sales		Segment Operating Profit	
	2002	2001	2002	2001
Garage doors	$ 93,302	$ 87,857	$ 336	$(1,435)
Installation services	63,520	62,478	721	727
Specialty plastic films	68,948	77,044	10,064	11,914
Electronic information and communication systems	46,675	42,685	3,086	1,849
Intersegment revenues	(5,137)	(5,875)	-	-
	$267,308	$264,189	$14,207	$13,055

Garage Doors

Net sales of the garage doors segment increased by $5.4 million or 6.2% compared to last year principally due to higher unit sales. Increased demand due to continued service level improvements and mild weather conditions resulted in the unit sales increase.

Excluding the effect of the fiscal 2001 pension curtailment gain, operating profit of the garage doors segment increased $3.3 million compared to last year.

Gross margin percentage increased to approximately 29.1% in 2002 from 24.1% last year. The increased margin was due primarily to the sales growth, increased manufacturing efficiencies and lower raw material costs. Selling, general and administrative expenses increased as a percentage of sales to 28.7% from 25.8% last year. Freight costs billed to customers were included in net sales; previously such recoverable costs were treated as a reduction of freight expense. This change in classification had no effect on segment operating profit. Excluding the impact of the pension curtailment gain and the classification of recoverable freight costs, expense levels were held to the same level as in the prior year. Steel suppliers to the garage doors segment have begun to raise prices. It is anticipated that such increases will not have a significant effect on fiscal 2002 operating profit; at this time, we cannot predict the impact that raw material price increases and any related selling price adjustments will have on operating results thereafter.

Installation Services

Net sales of the installation services segment increased by $1.0 million or 1.7% compared to last year. The increase was principally due to the segment's expanded product offering and stronger new construction markets.

Operating profit of the installation services segment was approximately the same as last year. Gross margin percentage increased to 27.3% from 26.4% last year. Selling, general and administrative expenses as a percentage of sales increased to 26.2% from 25.3% last year, primarily due to costs associated with systems upgrades.

Specialty Plastic Films

Net sales of the specialty plastic films segment decreased $8.1 million or 10.5% compared to the prior year. Selling price adjustments to pass through raw material cost decreases to customers ($3.7 million), the impact of a stronger U.S. dollar on translated foreign sales ($2.1 million) and lower unit volume ($1.5 million) were the principal reasons for the decrease.

Excluding the effect of the fiscal 2001 pension curtailment gain, operating profit of the specialty plastic films segment was approximately the same as last year. Gross margin percentage increased to 27.3% from 25.6% last year, reflecting the effect of lower raw material costs and manufacturing efficiencies, partly offset by selling price adjustments. Selling, general and administrative expenses as a percentage of sales increased to 12.4% from 9.8% last year, due to the effect of the sales decrease and increased marketing and product development costs. This segment is now experiencing upward pressure on raw material (resin) costs. The segment is generally able to pass price increases on to some of its customers. Although there could be some impact on future operating results due to the extent of raw material price increases and the timing and amount of resultant selling price adjustments, we do not expect such impact to be significant.

Electronic Information and Communication Systems

Net sales of the electronic information and communication systems segment increased $4.0 million or 9.3% compared to last year. The increase was primarily due to increased sales in connection with defense communications and systems integration programs, partly offset by lower sales in the segment's integrated circuit business.

Operating profit of the electronic information and communication systems segment increased $1.2 million or 66.9% compared to last year. The increase is principally attributable to the effect of higher sales, partly offset by increased expenditures of approximately $1.7 million associated with its previously announced technology initiatives. These development initiatives are expected to aggregate $5-6 million for 2002 with the objective of generating incremental revenue commencing in 2003. Gross margin percentage increased to 24.2% from 22.8% last year due primarily to higher sales and margins in connection with certain defense programs.

Net Interest Expense

Net interest expense decreased by $1.8 million compared to last year due to the effect of debt repayments and lower interest rates. Debt levels were reduced considerably compared to last year, with outstanding borrowings declining approximately $59 million from March 31, 2001 to March 31, 2002.

SIX MONTHS ENDED MARCH 31, 2002

Operating results (in thousands) by business segment were as follows for the six-month periods ended March 31:

	Net Sales		Segment Operating Profit	
	2002	2001	2002	2001
Garage doors	$213,039	$197,225	$ 9,581	$ 3,500
Installation services	134,630	130,340	3,105	1,915
Specialty plastic films	141,514	149,754	19,884	21,626
Electronic information and communication systems	92,362	87,447	5,526	6,128
Intersegment revenues	(12,335)	(12,382)	-	-
	$569,210	$552,384	$38,096	$33,169

Garage Doors

Net sales of the garage doors segment increased by $15.8 million or 8.0% compared to last year primarily due to higher unit sales. The unit sales increase was attributable to service level improvements and mild weather conditions.

Excluding the pension curtailment gain, operating profit of the garage doors segment increased approximately $7.6 million compared to last year. Gross margin percentage increased to 29.9% in 2002 from 25.4% last year. The increased margin was due primarily to the sales growth, lower raw material costs and increased manufacturing efficiencies. Selling, general and administrative expenses increased as a percentage of sales to 25.4% from 23.7% last year. Freight costs billed to customers were included in net sales; previously such recoverable costs were treated as a reduction of freight expense. This change in classification had no effect on segment operating profit.

Installation Services

Net sales of the installation services segment increased by $4.3 million or 3.3% compared to last year. The increase was principally due to the segment's expanded product offering and stronger new construction markets.

Operating profit of the installation services segment increased $1.2 million compared to last year. Gross margin percentage increased to 27.5% from approximately 26.5% last year. The increased margin was due to the sales increase and improved product mix compared to the prior year. Selling, general and administrative expenses as a percentage of sales was 25.2% compared to 25.1% last year.

Specialty Plastic Films

Net sales of the specialty plastic films segment were $141.5 million compared to $149.8 million in the prior year. The decrease was primarily due to the impact of selling price adjustments to pass through raw material cost decreases to customers ($6.7 million), the effect of a stronger U.S. dollar on translated foreign sales ($1.2 million) and lower pricing on certain products ($2.2 million), partly offset by higher unit volume ($1.9 million).

Excluding the pension curtailment gain, operating profit of the specialty plastic films segment was approximately the same as last year. Gross margin percentage increased to 25.9% from 25.3%, reflecting lower raw material costs and manufacturing efficiencies, partly offset by the effect of selling price adjustments and costs associated with a production line installed during the first quarter in one of our European operations. Selling, general and administrative expenses as a percentage of sales increased to approximately 11.7% from 10.5% due to the effect of the sales decrease; selling, general and administration expenses were substantially the same as in the prior year.

Electronic Information and Communication Systems

Net sales of the electronic information and communication systems segment increased $4.9 million or 5.6% compared to last year. The increase was primarily due to increased sales in connection with defense communications and systems integration programs, partly offset by lower sales in the segment's integrated circuit business.

Operating profit of the electronic information and communication systems segment decreased $.6 million compared to last year. The decrease is principally attributable to increased expenditures of approximately $2.7 million associated with its previously announced technology initiatives. Gross margin percentage increased to 22.6% from 22.3% last year due primarily to higher margins in connection with the sales increase and manufacturing efficiencies.

Net Interest Expense

Net interest expense decreased by $3.6 million compared to last year due to the effect of debt repayments and lower interest rates.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow generated by operations for the six months ended March 31, 2002 was $44.0 million compared to $41.1 million last year and working capital was $194.0 million at March 31, 2002. Operating cash flows increased compared to last year due to increased earnings and improved working capital management.

During the six months ended March 31, 2002, the company had capital expenditures of approximately $12 million, principally made in connection with increasing production capacity.

Financing cash flows principally consisted of repayments of bank indebtedness of approximately $26 million and treasury stock purchases of $4.6 million during the quarter. If the anticipated level of operating cash flows is achieved, debt levels will be further reduced and purchases of the company's Common Stock under its stock buyback program will be made, depending upon market conditions, at prices deemed appropriate by management.

At March 31, 2002, future minimum payments under noncancellable operating leases and payments to be made for notes payable and maturities of long-term debt over the next five years are as follows (000's omitted):

Year	Operating Leases	Debt Repayments	Total
2003	$20,200	$8,300	$28,500
2004	14,900	6,300	21,200
2005	10,300	7,600	17,900
2006	6,200	2,800	9,000
2007	3,600	9,500	13,100

Anticipated cash flows from operations, together with existing cash, bank lines of credit and lease line availability, should be adequate to finance presently anticipated working capital and capital expenditure requirements and to repay long-term debt as it matures.

CHANGES IN ACCOUNTING PRINCIPLES

See Note 5 of notes to condensed consolidated financial statements for a description of the effect of the company's adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," and two other recently issued accounting standards.

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this report, including without limitation statements regarding the company's financial position, business strategy, and the plans and objectives of the company's management for future operations, are forward-looking statements. When used in this report, words such as "anticipate", "believe", "estimate", "expect", "intend" and similar expressions, as they relate to the company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the company's management, as well as assumptions made by and information currently available to the company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors, including but not limited to, business and economic conditions, competitive factors and pricing pressures, capacity and supply constraints. Such statements reflect the views of the company with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the company. Readers are cautioned not to place undue reliance on these forward-looking statements. The company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Management does not believe that there is any material market risk exposure with respect to derivative or other financial instruments that is required to be disclosed.

PART II - OTHER INFORMATION

Item 1 Legal Proceedings

None

Item 2 Changes in Securities

None

Item 3 Defaults upon Senior Securities

None

Item 4 Submission of Matters to a Vote of Security Holders

None

Item 5 Other Information

None

Item 6 Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

Current Report on Form 8-K dated April 30, 2002 covering Item 4 -- Changes in Registrant's Certifying Accountant

SIGNATURE

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

Robert Balemian
President and Chief Financial Officer
(Principal Financial Officer)

Date: May 10, 2002