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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			or beeabilities into investment boilipany Act or 1940								
1. Name and Address of Reporting Person [*] <u>ALPERT HENRY A</u>			2. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP</u> [GFF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2023	Officer (give title Other (specify below) below)							
C/O GRIFFON 712 FIFTH AV			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
(Street) NEW YORK	NY	10019		Form filed by More than One Reporting 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 to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								
		Table I Nam Da	dentiles Oceandities Associated Discoursed of an Dens	finially Orange d							

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/27/2023		G		2,000	D	\$ <mark>0</mark>	75,365	D		

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

	(e.g., puls, cans, warrants, options, convertible securities)														
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		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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:

Remarks:

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

12/29/2023

** 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.