

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KRAMER RONALD J</u> (Last) (First) (Middle) <u>C/O GRIFFON CORPORATION</u> <u>712 FIFTH AVENUE, 18TH FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP [GFF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2019		G	V	18,000	D	\$0	2,565,933	D	
Common Stock	12/18/2019		G	V	3,000	D	\$0	2,562,933	D	
Common Stock	01/29/2020		A		89,693 ⁽¹⁾	A	\$0	2,652,626	D	
Common Stock	01/29/2020		F		189,905 ⁽²⁾	D	\$21.9	2,462,721	D	
Common Stock								2,635 ⁽³⁾	I	By ESOP
Common Stock								40,298	I	By Spouse and Children

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, 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. 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 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					

Explanation of Responses:

- Represents a portion of the restricted shares granted to the reporting person on January 29, 2016 under the Company's 2016 Equity Incentive Plan in a transaction exempt under Rule 16b. Such restricted shares were subject to both service period vesting (time-based) and the attainment of specified performance criteria (performance-based vesting) related to the Company's stock price and the total shareholder return of the Company's stock relative to a market index. It was previously certified that the performance criteria was achieved to a certain extent and the shares related to such certification were reported on a Form 4 filed on February 1, 2017. Following the end of the performance period, it was determined that the performance criteria was achieved with respect to an additional 89,693 shares.
- Shares withheld by or delivered to the registrant upon vesting of restricted stock to satisfy tax withholding obligations of the reporting person.
- Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.

Remarks:

/s/ Seth L. Kaplan, as attorney-in-fact 01/31/2020

** 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.