

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 3, 2005

GRIFFON CORPORATION

(Exact name of registrant as specified in charter)

Delaware -----	1-6620 -----	11-1893410 -----
(State or other jurisdiction of incorporation)	(Commission File Number)	(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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 3, 2005, Griffon Corporation (the "Registrant") issued a press release announcing the Registrant's financial results for the fiscal quarter ended June 30, 2005. A copy of the Registrant's press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS

99.1 Press Release dated August 3, 2005

The information filed as Exhibit 99.1 to this Form 8-K is being furnished in accordance with Item 2.02 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under

the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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SIGNATURES

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 hereunto duly authorized.

GRIFFON CORPORATION

By: /s/Eric Edelstein

Eric Edelstein
Executive Vice President and
Chief Financial Officer

Date: August 3, 2005

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EXHIBIT INDEX

99.1 Press release dated August 3, 2005.

GRIFFON CORPORATION ANNOUNCES

OPERATING RESULTS FOR THE THIRD QUARTER OF FISCAL 2005

Jericho, New York, August 3, 2005 - Griffon Corporation (NYSE:GFF) today reported operating results for the third quarter of fiscal 2005, ended June 30, 2005. Net sales for the quarter were \$350,904,000 compared to \$367,948,000 for the third quarter of fiscal 2004. Income before income taxes was \$19,931,000 compared to \$24,760,000 last year. Net income was \$12,854,000 in the current quarter compared to \$13,157,000 in the third quarter of 2004. Diluted earnings per share for the quarter was \$.41 compared to \$.42 in last year's third quarter.

Consolidated operating results in the third quarter of fiscal 2005 reflected significant improvement over the first half of the year principally as a result of higher selling prices and moderating raw material costs in both the garage doors and specialty plastic films segments. In garage doors, the effects of selling price increases and favorable product mix drove higher net sales and operating income. Specialty plastic films continued to experience reduced unit sales volume from its major customer. These sales reductions were partly offset by the effects of higher selling prices to pass through resin cost increases. Third quarter operating performance of the installation services segment also improved over the first half due to strengthening construction environments in several of its markets and improved product mix. However, installation services' sales volume and profitability lagged when compared to last year due primarily to increased competition and higher costs of products with significant steel content (garage doors and fireplaces). Operating results of the electronic information and communication systems segment reflected a strong performance and improved demand in its

core markets. These trends are continuing and are expected to result in a solid fourth quarter for this segment. However, this segment's current year operating results do not compare favorably to the prior year due to significant shipments in the third quarter of 2004 under a \$35 million contract for ground surveillance radar providing perimeter protection of U.S. Air Force bases.

Net sales for the nine months ended June 30, 2005 were \$1,013,551,000 compared to \$1,024,086,000 for the first nine months of fiscal 2004. Income before income taxes for the nine months was \$43,587,000 compared to \$69,766,000 last year. Net income was \$26,190,000 compared to \$34,934,000 for the first nine months of 2004. Diluted earnings per share for the nine months was \$.84 compared to \$1.10 last year.

Cash flow from operations during the quarter was \$12,000,000 which, together with existing cash, was used to fund capital expenditures of \$9,000,000, purchases of shares for treasury of \$7,000,000 and long-term debt reductions of \$12,000,000.

A conference call discussing third quarter results is scheduled for 4:00 p.m. EDT on August 3, 2005 and can be accessed by dialing (800) 322-0079. Callers should ask to be connected to Griffon Corporation's third quarter earnings teleconference. A replay of the call will be available one hour following the call and can be accessed by dialing (877) 519-4471, conference code: 6300959. The replay will be available until 5:00 p.m. EDT on August 17, 2005. In conjunction with this conference call, the Company has also posted on its website at www.griffoncorp.com certain financial information regarding its third quarter results which will be archived and available at the website for one year.

Griffon Corporation -

- is a leading manufacturer and marketer of residential, commercial and industrial garage doors sold to professional installing dealers and major home center retail chains;
- installs and services specialty building products and systems,

primarily garage doors, openers, fireplaces and cabinets, for new construction markets through a substantial network of operations located throughout the country;

- is an international leader in the development and production of embossed and laminated specialty plastic films used in the baby diaper, feminine napkin, adult incontinent, surgical and patient care markets; and
- develops and manufactures information and communication systems for government and commercial markets worldwide.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: All statements other than statements of historical fact included in this release, 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 release, 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, results of integrating acquired businesses into existing operations, competitive factors and pricing pressures for resin and steel, 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 to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

GRIFFON CORPORATION

 SEGMENT OPERATING HIGHLIGHTS

 (Unaudited, in thousands)

PRELIMINARY

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2005	2004	2005	2004
	----	----	----	----
Net sales:				
Garage Doors	\$ 137,440	\$120,525	\$ 383,321	\$ 338,478
Installation Services	77,090	79,900	215,887	228,937
Specialty Plastic Films	90,607	100,065	276,472	310,679
Electronic Information and Communication Systems	51,004	73,302	153,759	162,201
Intersegment eliminations	(5,237)	(5,844)	(15,888)	(16,209)
	-----	-----	-----	-----
	\$ 350,904	\$367,948	\$1,013,551	\$1,024,086
	=====	=====	=====	=====
Operating income:				
Garage Doors	\$ 10,686	\$ 9,638	\$ 22,084	\$ 26,862
Installation Services	2,583	3,495	5,159	8,193

Specialty Plastic Films	6,040	10,780	20,858	38,862
Electronic Information and Communication Systems	2,830	6,237	8,751	11,936
	-----	-----	-----	-----
Segment operating income	22,139	30,150	56,852	85,853
Unallocated amounts	(4,721)	(3,605)	(12,768)	(10,693)
Interest and other, net (1)	2,513	(1,785)	(497)	(5,394)
	-----	-----	-----	-----
Income before income taxes and minority interest	\$ 19,931	\$ 24,760	\$ 43,587	\$ 69,766
	=====	=====	=====	=====

(1) Includes gain in 2005 of \$3.7 million on sale of land and building.

GRIFFON CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS EXCEPT FOR PER SHARE AMOUNTS)

PRELIMINARY

	FOR THE THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
Net Sales	\$ 350,904	\$ 367,948
Cost of sales	259,312	268,169
	-----	-----
Gross profit	91,592	99,779
Selling, general and administrative expenses	73,586	72,980
	-----	-----
Income from operations	18,006	26,799
	-----	-----
Other income (expense):		
Interest expense	(1,603)	(2,035)
Interest income	372	250
Other, net	3,156 (1)	(254)
	-----	-----
	1,925	(2,039)
	-----	-----
Income before income taxes	19,931	24,760
	-----	-----
Provision for income taxes:		
Federal	2,367	4,339
State and foreign	3,288	4,823
	-----	-----
	5,655 (2)	9,162
	-----	-----
Income before minority interest	14,276	15,598
Minority interest	(1,422)	(2,441)
	-----	-----
Net income	\$ 12,854	\$ 13,157
	=====	=====
Basic earnings per share of common stock	\$.43	\$.44
	=====	=====
Diluted earnings per share of common stock	\$.41	\$.42
	=====	=====
Weighted average number of shares outstanding:		
Basic	30,241,000	29,789,000
	=====	=====
Diluted	31,410,000	31,611,000
	=====	=====

- (1) Includes gain of \$3.7 million on sale of land and building.
- (2) Includes a reduced provision as a result of a lower projected annual effective tax rate and the resolution of other income tax matters.

GRIFFON CORPORATION AND SUBSIDIARIES

 CONSOLIDATED STATEMENTS OF OPERATIONS
 (UNAUDITED)
 (IN THOUSANDS EXCEPT FOR PER SHARE AMOUNTS)

PRELIMINARY

FOR THE NINE MONTHS ENDED
 JUNE 30,

	2005	2004
Net sales	\$ 1,013,551	\$ 1,024,086
Cost of sales	756,347	734,658
Gross profit	257,204	289,428
Selling, general and administrative expenses	213,761	214,629
Income from operations	43,443	74,799
Other income (expense):		
Interest expense	(5,768)	(6,125)
Interest income	1,527	731
Other, net	4,385 (1)	361
	144	(5,033)
	43,587	69,766
Provision for income taxes:		
Federal	5,384	8,906
State and foreign	7,598	16,908
	12,982 (2)	25,814
Income before minority interest	30,605	43,952
Minority interest	(4,415)	(9,018)
Net income	\$ 26,190	\$ 34,934
Basic earnings per share of common stock	\$.88	\$ 1.17
Diluted earnings per share of common stock	\$.84	\$ 1.10
Weighted average number of shares outstanding:		
Basic	29,625,000	29,836,000
Diluted	31,251,000	31,706,000

- (1) Includes gain of \$3.7 million on sale of land and building.
- (2) Includes a reduced provision as a result of a lower projected annual effective tax rate and the resolution of other income tax matters.

 GRIFFON CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
 (UNAUDITED)
 (IN THOUSANDS)

PRELIMINARY

	JUNE 30, 2005	SEPTEMBER 30, 2004
	-----	-----
ASSETS		

Current Assets:		
Cash and cash equivalents	\$ 88,481	\$ 88,047
Accounts receivable, net	173,729	174,938
Contract costs and recognized income not yet billed	36,732	32,700
Inventories	143,659	141,567
Prepaid expenses and other current assets	39,421	43,381
	-----	-----
Total current assets	482,022	480,633
Property, plant and equipment, at cost less depreciation and amortization	206,991	203,539
Deferred charges and other assets	92,069	65,344
	-----	-----
	\$ 781,082	\$ 749,516
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Notes payable and current portion of long-term debt	\$ 11,823	\$ 14,490
Accounts payable	87,374	85,589
Accrued liabilities	79,203	96,288
Income taxes	20,414	14,264
	-----	-----
Total current liabilities	198,814	210,631
Long-term debt:		
Convertible subordinated notes	130,000	130,000
Other	14,815	24,445
Other liabilities and deferred credits	50,282	40,293
Minority interest	26,111	25,175
Shareholders' equity	361,060	318,972
	-----	-----
	\$ 781,082	\$ 749,516
	=====	=====

 GRIFFON CORPORATION AND SUBSIDIARIES

 CONSOLIDATED STATEMENTS OF CASH FLOWS
 (UNAUDITED)

(IN THOUSANDS)

PRELIMINARY

For the Nine Months Ended

June 30,

2005 2004

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income	\$ 26,190	\$ 34,934
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	23,789	21,155
Gain on sale of land and building	(3,744)	-
Minority interest	4,415	9,018
Provision for losses on accounts receivable	804	1,406
Change in assets and liabilities:		
Increase in accounts receivable and contract costs and recognized income not yet billed	(1,984)	(1,687)
Increase in inventories	(1,545)	(15,552)
(Increase) decrease in prepaid expenses and other assets	482	(1,426)
Increase (decrease) in accounts payable, accrued liabilities and income taxes	(7,639)	1,571
Other changes, net	5,361	5,244
Total adjustments	19,939	19,729
Net cash provided by operating activities	46,129	54,663

CASH FLOWS FROM INVESTING ACTIVITIES:

Acquisition of property, plant and equipment	(31,994)	(30,739)
Proceeds from sale of land and building	6,931	-
Acquisition of minority interest in subsidiary	(3,883)	-
Acquired businesses	(9,577)	-
(Increase) decrease in lease deposits	3,293	(453)
Net cash used in investing activities	(35,230)	(31,192)

CASH FLOWS FROM FINANCING ACTIVITIES:

Purchase of shares for treasury	(14,552)	(20,178)
Proceeds from issuance of long-term debt	7,778	3,774
Payments of long-term debt	(20,853)	(12,168)
Increase in short-term borrowings	276	-
Distributions to minority interests	(1,362)	(5,509)
Exercise of stock options	18,928	5,302
Other, net	-	(269)
Net cash used in financing activities	(9,785)	(29,048)

Effect of exchange rate changes on cash and cash equivalents (680) 752

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	434	(4,825)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	88,047	69,816
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 88,481	\$ 64,991