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 December 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 by check mark whether registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

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. 32,721,832 shares of Common Stock as of January 31, 2003.

FORM 10-Q

CONTENTS

PAGE

PART II -OTHER INFORMATION

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2002	September 30, 2002
	(Unaudited)	(Note 1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 45,507,000	$ 45,749,000
Accounts receivable, less allowance for doubtful accounts	138,840,000	147,890,000
Contract costs and recognized income not yet billed	51,978,000	58,440,000
Inventories (Note 2)	108,328,000	104,792,000
Prepaid expenses and other current assets	27,220,000	25,470,000
Total current assets	371,873,000	382,341,000

PROPERTY, PLANT AND EQUIPMENT

at cost, less accumulated depreciation and amortization of $130,373,000 at December 31, 2002 and $126,560,000 at September 30, 2002	152,425,000	148,253,000
OTHER ASSETS:		
Costs in excess of fair value of net assets of businesses acquired (Note 1)	46,238,000	44,978,000
Other	12,546,000	12,122,000
	58,784,000	57,100,000
	$583,082,000	$587,694,000

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2002 (Unaudited)	September 30, 2002 (Note 1)
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts and notes payable	$ 57,486,000	$ 65,832,000
Other current liabilities	107,094,000	123,315,000
Total current liabilities	164,580,000	189,147,000
LONG-TERM DEBT	86,444,000	74,640,000
MINORITY INTEREST AND OTHER	29,364,000	30,938,000
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 36,342,692 shares at December 31, 2002 and 36,337,192 shares at September 30, 2002; 3,583,983 and 3,266,983 shares in treasury at December 31, 2002 and September 30, 2002, respectively	9,086,000	9,084,000
Other shareholders' equity	293,608,000	283,885,000
Total shareholders' equity	302,694,000	292,969,000
	$583,082,000	$587,694,000

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	THREE MONTHS ENDED DECEMBER 31, 2002	2001
Net sales	$302,154,000	$301,902,000
Cost of sales	215,156,000	218,062,000
Gross profit	86,998,000	83,840,000
Selling, general and administrative expenses	65,346,000	62,412,000
Income from operations	21,652,000	21,428,000
Other income (expense):		
Interest expense	(1,105,000)	(1,361,000)
Interest income	336,000	300,000
Other, net	198,000	(73,000)
	(571,000)	(1,134,000)
Income before income taxes	21,081,000	20,294,000
Provision for income taxes	8,011,000	8,117,000
Income before minority interest and cumulative effect of a change in accounting principle	13,070,000	12,177,000
Minority interest	(2,150,000)	(1,595,000)
Income before cumulative effect of a change in accounting principle	10,920,000	10,582,000
Cumulative effect of a change in accounting principle, net of income taxes of $2,457,000 (Note 1)	---	(24,118,000)
Net income (loss)	$ 10,920,000	$(13,536,000)
Basic earnings (loss) per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .33	$ .32
Cumulative effect of a change in accounting principle	--	(.73)
	$ .33	$ (.41)
Diluted earnings (loss) per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .32	$ .31
Cumulative effect of a change in accounting principle	--	(.70)
	$ .32	$ (.39)

See notes to condensed consolidated financial statements.

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	THREE MONTHS ENDED DECEMBER 31,	
	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 10,920,000	$(13,536,000)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	6,207,000	5,329,000
Minority interest	2,150,000	1,595,000
Cumulative effect of a change in accounting principle	---	24,118,000
Provision for losses on accounts receivable	217,000	672,000
Change in assets and liabilities:		
Decrease in accounts receivable and contract costs and recognized income not yet billed	16,364,000	9,949,000
(Increase) decrease in inventories	(3,896,000)	4,434,000
(Increase) decrease in prepaid expenses and other assets	(2,604,000)	667,000
Decrease in accounts payable, accrued liabilities and income taxes	(18,322,000)	(9,183,000)
Other changes, net	(1,227,000)	712,000
Total adjustments	(1,111,000)	38,293,000
Net cash provided by operating activities	9,809,000	24,757,000
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property, plant and equipment	(9,830,000)	(6,029,000)
Balance paid for acquired business	(13,112,000)	---
Proceeds from divestiture	1,426,000	---
Decrease in equipment lease deposits	3,494,000	555,000
Net cash used in investing activities	(18,022,000)	(5,474,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury shares	(3,834,000)	(22,000)
Proceeds from issuance of long-term debt	17,000,000	2,000,000
Payments of long-term debt	(2,642,000)	(10,503,000)
Increase (decrease) in short-term borrowings	1,399,000	(1,800,000)
Distributions to minority interests	(5,072,000)	(3,270,000)
Other, net	1,120,000	529,000
Net cash provided by (used in) financing activities	7,971,000	(13,066,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(242,000)	6,217,000
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	45,749,000	40,096,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 45,507,000	$ 46,313,000

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 period ended December 31, 2002 are not necessarily indicative of the results that may be expected for the year ending September 30, 2003. The balance sheet at September 30, 2002 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, 2002.

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 the recognition and valuation of goodwill. 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. Results for the quarter ended December 31, 2001 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.

Recent accounting pronouncements:

The Financial Accounting Standards Board has issued Interpretations Nos. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees including Indirect Guarantees of Indebtedness of Others" and 46, "Consolidation of Variable Interest Entities."

Interpretation No. 45 elaborates on disclosures to be made by a guarantor in its financial statements about its obligations under certain guarantees that it has issued. As a part of some transactions, the company may provide routine indemnifications in which it retains certain environmental, tax and other liabilities whose terms range in duration and for which the company's ultimate obligation is not quantifiable. To date, the company has not made any significant payments in connection with such indemnifications.

Interpretation No. 46 addresses consolidation of variable interest entities and related disclosure. A subsidiary of the company is a party to lease and other agreements with a variable interest entity for the purpose of renting one of the company's facilities which has a total cost of $10.5 million. The company does not anticipate incurring any liabilities in connection with such agreements beyond its obligations for rental payments pursuant to the lease.

The company does not anticipate that adopting Interpretations Nos. 45 and 46 will have a material effect on results of operations or financial condition.

(2) Inventories -

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

	December 31, 2002	September 30, 2002
Finished goods	$ 48,199,000	$ 45,288,000
Work in process	39,266,000	37,870,000
Raw materials and supplies	20,863,000	21,634,000
	$108,328,000	$104,792,000

(3) Earnings per share (EPS) -

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 33,123,000 for the three months ended December 31, 2002 and 33,056,000 for the three months ended December 31, 2001.

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 34,041,000 and 34,573,000 for the three months ended December 31, 2002 and 2001, respectively, and reflects additional shares in connection with stock option and other stock-based compensation plans.

Options to purchase approximately 2,059,000 and 1,019,000 shares of common stock were not included in the computations of diluted earnings per share for the three months ended December 31, 2002 and 2001, respectively, 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 December 31, 2002	$106,763,000	$ 72,288,000	$ 87,342,000	$ 35,761,000	$302,154,000
Three months ended December 31, 2001	112,616,000	71,033,000	$ 72,566,000	45,687,000	301,902,000
Intersegment revenues -					
Three months ended December 31, 2002	$ 6,700,000	$ 32,000	$ ---	$ ---	$ 6,732,000
Three months ended December 31, 2001	7,121,000	77,000	---	---	7,198,000
Segment profit -					
Three months ended December 31, 2002	$ 10,917,000	$ 1,679,000	$ 10,666,000	$ 1,722,000	$ 24,984,000
Three months ended December 31, 2001	9,245,000	2,384,000	9,820,000	2,440,000	23,889,000

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

	Three Months Ended December 31,	
	2002	2001
Profit for all segments	$24,984,000	$23,889,000

Unallocated amounts	(3,134,000)	(2,534,000)
Interest expense, net	(769,000)	(1,061,000)
Income before income taxes	$21,081,000	$20,294,000

Goodwill at December 31, 2002 includes $12.9 million attributable to the garage doors segment, $14.3 million in the electronic information and communication systems segment and $19.0 million in the specialty plastic films segment.

(5) Comprehensive income -

Comprehensive income, which consists of net income (loss) and foreign currency translation adjustments, was $13.3 million and ($14.4) million for the three-month periods ended December 31, 2002 and 2001, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Operating results (in thousands) by business segment were as follows for the quarters ended December 31:

	Net Sales		Segment Operating Profit	
	2002	2001	2002	2001
Garage doors	$113,463	$119,737	$10,917	$ 9,245
Installation services	72,320	71,110	1,679	2,384
Specialty plastic films	87,342	72,566	10,666	9,820
Electronic information and communication systems	35,761	45,687	1,722	2,440
Intersegment revenues	(6,732)	(7,198)	-	-
	$302,154	$301,902	$24,984	$23,889

Garage Doors

Net sales of the garage door segment decreased by $6.3 million or 5.2% compared to last year. The decrease was due to the divestiture in 2002 of Atlas, an unprofitable commercial operation ($5.2 million) and the net effect ($1.1 million) of lower unit sales partly offset by favorable pricing and product mix.

Operating profit of the garage doors segment increased $1.7 million compared to last year. The Atlas divestiture accounted for $.7 million of the increase. Gross margin percentage increased to approximately 32.5% in 2002 from 30.5% last year. The increased margin was due primarily to improved pricing and mix, and increased manufacturing efficiencies. Selling, general and administrative expenses decreased due to the Atlas divestiture and as a percentage of sales were 22.9% compared to 22.8% last year.

Installation Services

Net sales of the installation services segment increased by $1.2 million or 1.7% compared to last year. The increase was principally due to the segment's expanded product offering and increased market share. Sales were strong during the first half of the quarter, but weakened in the second half due to winter weather conditions and economic factors.

Operating profit of the installation services segment decreased $.7 million compared to last year. Gross margin percentage was 27.3% compared to 27.7% last year. Selling, general and administrative expenses as a percentage of sales increased to approximately 25.0% from 24.4% last year. The operating cost growth was primarily due to increased installation labor costs to support the sales growth in the first half of the quarter and a lag in adjusting labor levels as sales softened in the second half of the quarter.

Specialty Plastic Films

Net sales of the specialty plastic films segment increased $14.8 million or 20.4% compared to last year. The increase was principally due to the impact ($6 million) of higher unit volumes and product mix, the effect of a weaker U.S. dollar on translated foreign sales ($4.5 million), the net sales ($3.0 million) of the segment's Brazilian operation which was acquired in the latter half of fiscal 2002 and selling price

adjustments to pass through raw material cost increases to customers ($1.2 million).

Operating profit of the specialty plastic films segment increased $.8 million compared to last year. Gross margin percentage decreased to 24.1% from 24.6% last year. The decrease was principally due to the excess (approximately $.9 million) of raw material cost increases over related selling price adjustments, partly offset by the effect of improved product mix. Selling, general and administrative expenses as a percentage of sales increased to approximately 12.1% from 11.0% last year principally due to higher freight and administrative costs associated with the segment's European operations and to support anticipated future sales growth.

Electronic Information and Communication Systems

Net sales of the electronic information and communication systems segment decreased $9.9 million or 21.7% compared to last year. The decrease was primarily due to certain programs nearing completion and delays in anticipated awards of new orders.

Operating profit of the electronic information and communication systems segment decreased $.7 million compared to last year. The decrease is principally attributable to the sales decrease and increased research and development expenditures. Gross margin percentage increased to 25.3% from 21.0% last year due primarily to lower margins last year in connection with certain development phase programs. Selling, general and administrative expenses as a percentage of sales were 21.3% compared to 16.0% last year primarily due to the sales decrease. Sales and operating profits of this segment in the second fiscal quarter are expected to lag last year, with improvement anticipated in the second half of fiscal 2003.

Net Interest Expense

Net interest expense decreased by $.3 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 quarter was $9.8 million compared to $24.8 million last year and working capital was $207.3 million at December 31, 2002. Operating cash flows decreased compared to last year primarily due to changes in operating assets and current liabilities.

During the quarter the company paid $13.1 million for the balance of the Brazilian operation's purchase price, which was funded by bank borrowings. The company also had capital expenditures of approximately $9.8 million, principally made in connection with increasing production capacity and for the specialty plastic films segment's capital program to support new opportunities with its major customers.

Financing cash flows consisted primarily of net bank borrowings of

$15.8 million, treasury stock purchases of $3.8 million and distributions to minority shareholders of $5.1 million. Additional 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 December 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	$21,100	$ 9,600	$30,700
2004	15,300	9,000	24,300
2005	10,100	3,000	13,100
2006	6,600	9,800	16,400
2007	3,000	63,300	66,300

The $63.3 million of debt repayments reflected as payable in 2007 is primarily due to the scheduled expiration of the company's revolving credit agreement. The company anticipates that all or a substantial portion of that amount will be refinanced. 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 other long-term debt as it matures.

ACCOUNTING POLICIES AND PRONOUNCEMENTS

Critical Accounting Policies

The company's significant accounting policies are set forth in Note 1 of Notes to Consolidated Financial Statements in the company's annual report to shareholders for the year ended September 30, 2002. The following discussion of critical accounting policies addresses those policies that require management judgment and estimates and are most important in determining the company's operating results and financial condition.

The company recognizes revenues for most of its operations when title and the risks of ownership pass to its customers. Provisions for estimated losses resulting from the inability of our customers to remit payments are recorded in the company's consolidated financial statements. Judgment is required to estimate the ultimate realization of receivables.

The company's electronic information and communication systems segment does a significant portion of its business under long-term contracts with government agencies. This unit generally recognizes contract-related revenue and profit using the percentage of completion method of accounting, which relies primarily on estimates of total expected contract costs. The company follows this method since reasonably dependable estimates of costs applicable to various elements of a contract can be made. Since the financial reporting of these contracts depends on estimates, recognized revenues and profit are subject to revisions as contracts progress to completion. Contract cost estimates are generally updated quarterly. Revisions in revenue and profit estimates are reflected in the period in which the circumstances requiring the revision become known. Provisions are made currently for anticipated losses on uncompleted contracts.

Inventory is stated at the lower of cost (principally first-in, first-out) or market. Inventory valuation requires the company to use judgment to estimate any necessary allowances for excess, slow-moving and obsolete inventory, which estimates are based on assessments about future demands, market conditions and management actions.

Recent Accounting Pronouncements

The Financial Accounting Standards Board has issued a number of other Financial Accounting Standards and Interpretations. See Note 1 of Notes to Condensed Consolidated Financial Statements for a discussion of these pronouncements. The company does not anticipate that adopting these pronouncements, where applicable, will have a material effect on results of operations or financial condition.

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.

CONTROLS AND PROCEDURES

Under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") the company's disclosure controls and procedures were evaluated as of a date within 90 days prior to the filing of this report. Based on that evaluation, the company's CEO and CFO concluded that the company's disclosure controls and procedures were effective.

There were no significant changes in the company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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

(a) The Registrant held its Annual Meeting of Stockholders on February 5, 2003

(b) Not applicable

(c) Four directors were elected at the Annual Meeting to serve until the Annual Meeting of Stockholders in 2006. The names of these directors and votes cast in favor of their election and shares withheld are as follows:

Name	Votes For	Votes Withheld
Robert Balemian	29,796,848	715,095
Harvey R. Blau	29,720,556	791,387
Ronald J. Kramer	29,797,272	714,671
Lt. Gen. James W. Stansberry (Ret.)	29,797,990	713,953

Item 5 Other Information

None

Item 6 Exhibits and Reports on Form 8-K

(a) Exhibit 99 - Certifications pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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: February 12, 2003

CERTIFICATION

I, Harvey R. Blau, Chairman of the Board and Chief Executive Officer of

Griffon Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Griffon Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 12, 2003

By/s/Harvey R. Blau

Harvey R. Blau
Chairman of the Board and
Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Robert Balemian, President and Chief Financial Officer of Griffon Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Griffon Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 12, 2003

By/s/Robert Balemian

Robert Balemian
President and Chief Financial Officer
(principal financial officer)

Exhibit 99

CERTIFICATIONS PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Harvey R. Blau, Chief Executive Officer of Griffon Corporation, hereby certify that the Form 10-Q of Griffon Corporation for the period ended December 31, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Griffon Corporation.

/s/Harvey R. Blau

Name: Harvey R. Blau
Date: February 12, 2003

I, Robert Balemian, Chief Financial Officer of Griffon Corporation, hereby certify that the Form 10-Q of Griffon Corporation for the period ended December 31, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Griffon Corporation.

/s/Robert Balemian

Name: Robert Balemian
Date: February 12, 2003

These certifications are being furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and, except to the extent required by the Sarbanes-Oxley Act, shall not be deemed to be filed as part of the periodic report described herein nor shall they be deemed filed by Griffon Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.