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

SCHEDULE 13G

AMENDMENT NO 1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Griffon Corporation						
	(Name of Issuer)					
	COMMON STOCK, \$0.25 PAR VALUE PER SHARE					
	(Title of Class of Securities)					
	398433102					
	(CUSIP Number)					
	April 30, 2008					
(Dat	e of Event which Requires Filing of this Statement)					
Check the appropris filed:	riate box to designate the rule pursuant to which this	Schedule				
[] Rule	e 13d-1(c) [] Rule 13d-1(d) [X] Rule 13d-1(b)				
initial filing on for any subsequed isclosures provious The information representation to be "filed" for 1934 ("Act") or o	of this cover page shall be filled out for a reporting this form with respect to the subject class of securitient amendment containing information which wounded in a prior cover page. Required on the remainder of this cover page shall not the purpose of Section 18 of the Securities Exchange therwise subject to the liabilities of that section of the best to all other provisions of the Act (however,	ties, and ld alter be deemed e Act of f the Act				
Notes).						
CUSIP NO. 398433	3102 SCHEDULE 13G PAGE 2 O	F 6 PAGES				
1.	NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATIONO. OF ABOVE PERSON	N				
	PZENA INVESTMENT MANAGEMENT, LLC					
2.		A) [] B) []				
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION					
	DELAWARE					

WWDED OF			2,587,479		
NUMBER OF SHARES	_	6.	SHARED VOTING POWER		
OWNED BY			0		
EACH REPORTING	-	7.	SOLE DISPOSITIVE POWER		
PERSON WITH:			3,224,279		
	-	8.	SHARED DISPOSITIVE POWER		
			0		
	AGGREGATE AMO	OUNT BEI	NEFICIALLY OWNED BY EACH F	REPORTING PERSO	 N
	3,224,279				
	CHECK BOX IF CERTAIN SHARE		GREGATE AMOUNT IN ROW (9)	EXCLUDES []
 11.	PERCENT OF CI	LASS RE	PRESENTED BY AMOUNT IN ROW	7 (9)	
	10.79%				
	TYPE OF REPOR		ERSON*		
	IA				
	========			:=======	
CUSIP NO. 39843310	2	SCI	HEDULE 13G	PAGE 3 OF 6 PAGE	GES
 ITEM 1.					
	Issuer: Grif	ffon Co	rnoration		
(a) Name of					
(b) Address	of Issuer's F	Principa	al Executive Offices:		
	100 Jericho	Quadra	angle, Jericho, NY 11753		
ITEM 2.					
	Person Filing	r. Pzen:	a Investment Management, I	LLC	
(a) Name 01	1010011 1111119				
(b) Address	of Principal	Busine	ss Office or, if none, Res	sidence:	
120			Oth Floor, New York, NY 10		
(c) Citizens	hip: Delaw				
(d) Title of	Class of Secu	ırities	: Common Stock, \$0.25 Par		
(e) CUSIP Nu	mber 39843310				
	ATEMENT IS FI E PERSON FILI		RSUANT TO RULE 13D-1(B), C A:	OR 13D-2(B), CH	ECK
(b) [] Bank (c) [] Insu (d) [] Inve Comp	as defined i rance Company stment Compa any Act of 19	in sect: y as de: any rec 940	ered under Section 15 of t ion 3(a)(6) of the Act fined in section 3(a)(19) gistered under section 8	of the Act of the Investme	
(0, [11] 11100				1 2110 11110001111	

5. SOLE VOTING POWER

Advisers Act or under the laws of any State (f) [] Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F) [] Parent Holding Company, in accordance with Section 240.13d-1(b) (ii) (G) (Note: See Item 7) (h) [] A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act (i) [] A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J) If this statement is filed pursuant to Rule 240.13d-1(c), check this box []. CUSIP NO. 398433102 SCHEDULE 13G PAGE 4 OF 6 PAGES ______ TTEM 4. OWNERSHIP If the percent of the class owned, as of December 31 of the year covered by this statement, or as of the last day of any month described in Rule 13d-1(b)(2) if applicable exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire. (a) Amount Beneficially Owned: 3,224,279 _____ 10.79% (b) Percent of Class: -----(c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 2,587,479 (ii) shared power to vote or to direct the vote: 0 _____ (iii) sole power to dispose or to direct the disposition of: 3,224,279 (iv) shared power to dispose or to direct the disposition of: 0 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []. NOT APPLICABLE.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employees benefit plan, pension fund or endowment fund is not required.

CLIENTS OF THE FILING INVESTMENT MANAGER HAVE THE RIGHT TO RECEIVE AND THE ULTIMATE POWER TO DIRECT THE RECEIPT OF DIVIDENDS FROM, OR THE PROCEEDS OF SALE OF THE SECURITIES REPORTED ON HEREINABOVE. NO INTEREST OF ANY ONE OF SUCH CLIENTS RELATES TO MORE THAN FIVE PERCENT OF THE CLASS.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c), attach an exhibit stating the identification of the relevant subsidiary. NOT APPLICABLE.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

If a group has filed this schedule pursuant to Rule 13d-1(b) (ii) (J), so indicate under Item 3(h) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(d), attach an exhibit stating the identity of each member of the group. NOT APPLICABLE.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security report on will be filed, if required, by members of the group, in their individual capacity. NOT APPLICABLE.

ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

May 9, 2008

David H. Kanefsky, Chief Compliance Officer
-----NAME/TITLE