

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>BLAU HARVEY R</u>  (Last) (First) (Middle) C/O: GRIFFON CORPORATION 100 JERICHO QUADRANGLE, SUITE 224  (Street) JERICHO NY 11753  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> GRIFFON CORP [ GFF ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/15/2003	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	12/15/2003		G	V	5,000	D	\$0	689,635	D	
Common Stock	04/28/2004		G	V	500	D	\$0	689,135	D	
Common Stock	04/29/2004		G	V	1,000	D	\$0	688,135	D	
Common Stock	05/25/2004		S		400	D	\$22.48	142,409	I	By Wife
Common Stock	05/25/2004		S		11,000	D	\$22.49	131,409	I	By Wife
Common Stock	05/25/2004		S		23,900	D	\$22.5	107,509	I	By Wife
Common Stock	05/25/2004		S		15,000	D	\$22.51	92,509	I	By Wife
Common Stock	05/25/2004		S		3,700	D	\$22.52	88,809	I	By Wife
Common Stock	05/25/2004		S		1,000	D	\$22.53	87,809	I	By Wife
Common Stock	05/25/2004		S		3,700	D	\$22.54	84,109	I	By Wife
Common Stock	05/25/2004		S		4,100	D	\$22.55	80,009	I	By Wife
Common Stock	05/25/2004		S		10,800	D	\$22.56	69,209	I	By Wife
Common Stock	05/25/2004		S		8,300	D	\$22.57	60,909	I	By Wife
Common Stock	05/25/2004		S		400	D	\$22.58	60,509	I	By Wife
Common Stock	05/25/2004		S		900	D	\$22.6	59,609	I	By Wife
Common Stock	05/25/2004		S		600	D	\$22.63	59,009	I	By Wife
Common Stock	05/25/2004		S		300	D	\$22.64	58,709	I	By Wife
Common Stock	05/25/2004		S		700	D	\$22.66	58,009	I	By Wife
Common Stock	05/25/2004		S		700	D	\$22.67	57,309	I	By Wife
Common Stock	05/25/2004		S		5,400	D	\$22.69	51,909	I	By Wife
Common Stock	05/25/2004		S		4,800	D	\$22.7	47,109	I	By Wife
Common Stock	05/25/2004		S		1,100	D	\$22.61	46,009	I	By Wife
Common Stock	05/25/2004		S		300	D	\$22.62	45,709	I	By Wife
Common Stock	05/25/2004		S		2,200	D	\$22.65	43,509	I	By Wife
Common Stock	05/25/2004		S		200	D	\$22.68	43,309	I	By Wife
Common Stock	05/25/2004		S		500	D	\$22.72	42,809	I	By Wife

**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	Title	Amount or Number of Shares				

Explanation of Responses:

/s/Harvey R. Blau

05/26/2004

\*\* 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.**