

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

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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): May 3, 2006

GRIFFON CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-6620 (Commission File Number)	11-1893410 (I.R.S. Employer Identification Number)
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100 Jericho Quadrangle Jericho, New York (Address of Principal Executive Offices)	11753 (Zip Code)
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(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 May 3, 2006, Griffon Corporation (the "Registrant") issued a press release announcing the Registrant's financial results for the second fiscal quarter ended March 31, 2006. A copy of the Registrant's press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1. Press Release, dated May 3, 2006

The information filed as an exhibit 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.

SIGNATURES

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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

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Eric P. Edelstein  
Executive Vice President and  
Chief Financial Officer

Date: May 3, 2006

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Exhibit Index

99.1. Press release, dated May 3, 2006

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GRIFFON CORPORATION ANNOUNCES OPERATING RESULTS  
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FOR THE SECOND QUARTER OF FISCAL 2006  
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Jericho, New York, May 3, 2006 - Griffon Corporation (NYSE:GFF) today reported operating results for the second quarter of fiscal 2006. Net sales for the quarter ended March 31, 2006 increased to \$366,151,000 up from \$322,473,000 for the second quarter of fiscal 2005. Income before income taxes was \$11,468,000 compared to \$6,101,000 last year. Net income was \$7,208,000 in the current quarter compared to \$4,144,000 last year. Diluted earnings per share for the quarter was \$.23 compared to \$.13 in last year's second quarter.

The improved operating results for the specialty plastic films segment in the second quarter of fiscal 2006 reflected lower resin costs and a return to normalized sales volume from its largest customer. Improved operating results in our garage doors segment reflected stabilized steel costs, sales volume increases and a more favorable product mix. Higher sales in the installation services segment reflected volume growth in the Phoenix and Las Vegas markets. The electronic information and communication systems segment, Telephonics, reflected higher sales and profits principally due to the previously announced subcontract award from Syracuse Research Corporation. Telephonics has now received subcontracts in excess of \$175,000,000. Approximately 70% of these awards are expected to be completed by September 30, 2006 and the fulfillment of the total award will be complete by the second quarter of fiscal 2007.

Net sales for the six months ended March 31, 2006 were \$724,675,000 compared to \$662,647,000 for the first six months of fiscal 2005. Income before income taxes for the six months was \$22,261,000 compared to \$23,656,000 last year. Net income was \$13,984,000 compared to \$13,336,000 for the first half of 2005. Diluted earnings per share for the six months was \$.45 compared to \$.43 last year.

Cash flow from operations was \$3,800,000 for the quarter, which together with existing cash, funded capital expenditures of \$8,800,000. Also, during the quarter \$5,300,000 was used to acquire approximately 225,000 shares of the company's common stock under its buyback program. Additional purchases will be made from time to time, depending on market conditions, at prices deemed appropriate by management or under a Rule 10b5-1 trading plan.

Griffon Corporation -

- o is a leading manufacturer and marketer of residential, commercial and industrial garage doors sold to professional installing dealers and major home center retail chains;
- o 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;
- o 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
- o 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 AND SUBSIDIARIES

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 OPERATING HIGHLIGHTS  
 (Unaudited)  
 (IN THOUSANDS)

PRELIMINARY

	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2006	2005	2006	2005
Net sales:				
Garage Doors	\$ 121,587	\$ 110,174	\$ 264,414	\$ 245,881
Installation Services	81,621	66,508	163,775	138,797
Specialty Plastic Films	95,869	94,533	182,042	185,865
Electronic Information and Communication Systems	71,617	56,353	124,298	102,755
Intersegment eliminations	(4,543)	(5,095)	(9,854)	(10,651)
	=====	=====	=====	=====
	\$ 366,151	\$ 322,473	\$ 724,675	\$ 662,647
Operating income:				
Garage Doors	\$ 3,637	\$ 749	\$ 17,207	\$ 11,398
Installation Services	1,204	1,287	4,014	2,576
Specialty Plastic Films	8,910	6,220	7,274	14,818
Electronic Information and Communication Systems	4,751	3,397	7,718	5,921
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Segment operating income	18,502	11,653	36,213	34,713
Unallocated amounts	(4,887)	(4,067)	(9,717)	(8,047)
Interest expense, net	(2,147)	(1,485)	(4,235)	(3,010)
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Income before income taxes	11,468	6,101	22,261	23,656
Provision for income taxes	4,260	832	8,277	7,327
	-----	-----	-----	-----
Income before minority interest	7,208	5,269	13,984	16,329
Minority interest	-	(1,125)	-	(2,993)
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Net income	\$ 7,208	\$ 4,144	\$ 13,984	\$ 13,336
	=====	=====	=====	=====

GRIFFON CORPORATION AND SUBSIDIARIES

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

PRELIMINARY

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2006	2005
Net sales	\$ 366,151	\$ 322,473
Cost of sales	275,898	245,153
Gross profit	90,253	77,320
Selling, general and administrative expenses	78,710	69,717
Income from operations	11,543	7,603
Other income (expense):		
Interest expense	(2,565)	(2,057)
Interest income	418	572
Other, net	2,072	(17)
	(75)	(1,502)
Income before income taxes	11,468	6,101
Provision for income taxes		
Federal	1,622	(1,071)
State and foreign	2,638	1,903
	4,260	832 (1)
Income before minority interest	7,208	5,269
Minority interest	-	(1,125)
Net income	\$ 7,208	\$ 4,144
Basic earnings per share of common stock	\$ .24	\$ .14
Diluted earnings per share of common stock	\$ .23	\$ .13
Weighted average number of shares outstanding:		
Basic	29,874,000	29,387,000
Diluted	31,103,000	31,179,000

<FN>

(1) Includes a reduced provision as a result of a lower projected annual effective rate and the resolution of other income tax matters.

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GRIFFON CORPORATION AND SUBSIDIARIES  
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CONSOLIDATED STATEMENTS OF OPERATIONS  
(IN THOUSANDS EXCEPT FOR PER SHARE AMOUNTS)

PRELIMINARY

	FOR THE SIX MONTHS ENDED MARCH 31,	
	2006	2005

Net sales	\$ 724,675	\$ 662,647
Cost of sales	545,253	497,035
	-----	-----
Gross profit	179,422	165,612
Selling, general and administrative expenses	153,934	140,175
	-----	-----
Income from operations	25,488	25,437
	-----	-----
Other income (expense):		
Interest expense	(5,143)	(4,165)
Interest income	908	1,155
Other, net	1,008	1,229
	-----	-----
	(3,227)	(1,781)
	-----	-----
Income before income taxes	22,261	23,656
	-----	-----
Provision for income taxes		
Federal	4,429	3,017
State and foreign	3,848	4,310
	-----	-----
	8,277	7,327 (1)
	-----	-----
Income before minority interest	13,984	16,329
Minority interest	-	(2,993)
	-----	-----
Net income	\$ 13,984	\$ 13,336
	=====	=====
Basic earnings per share of common stock	\$ .47	\$ .45
	=====	=====
Diluted earnings per share of common stock	\$ .45	\$ .43
	=====	=====
Weighted average number of shares outstanding:		
Basic	30,039,000	29,318,000
	=====	=====
Diluted	31,302,000	31,172,000
	=====	=====

<FN>

(1) Includes a reduced provision as a result of a lower projected annual effective rate and the resolution of other income tax matters.

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GRIFFON CORPORATION AND SUBSIDIARIES

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CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)

PRELIMINARY

	MARCH 31, 2006	SEPTEMBER 30, 2005
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ASSETS		
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Current Assets:		
Cash and cash equivalents	\$ 31,871	\$ 60,663
Accounts receivable, net	176,347	189,904
Contract costs and recognized income not yet billed	55,240	43,065
Inventories	156,605	148,350
Prepaid expenses and other current assets	44,478	41,227
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Total current assets	464,541	483,209
Property, plant and equipment, at cost less depreciation and amortization	214,868	216,900
Goodwill	97,832	96,098
Intangible and other assets	56,625	55,220
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	\$ 833,866	\$ 851,427
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

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Current Liabilities:

Notes payable and current portion of long-term debt	\$ 8,456	\$ 16,625
Accounts payable	95,450	91,970
Accrued liabilities	67,344	78,849
Income taxes	16,630	22,599
	-----	-----
Total current liabilities	187,880	210,043
Long-term debt:		
Convertible subordinated notes	130,000	130,000
Other	70,573	66,540
Other liabilities and deferred credits	82,072	82,890
Shareholders' equity	363,341	361,954
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	\$ 833,866	\$ 851,427
	=====	=====

GRIFFON CORPORATION AND SUBSIDIARIES  
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CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)

PRELIMINARY

	For the Six Months Ended March 31,	
	2006	2005
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CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 13,984	\$ 13,336
	-----	-----
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16,951	15,272
Minority interest	-	2,993
Provision for losses on accounts receivable	816	867
Change in assets and liabilities:		
Decrease in accounts receivable and contract costs and recognized income not yet billed	812	18,537
(Increase) decrease in inventories	(8,003)	4,467
Decrease in prepaid expenses and other assets	257	2,497
Decrease in accounts payable, accrued liabilities and income taxes	(17,121)	(27,040)
Other changes, net	838	3,586
	-----	-----
Total adjustments	(5,450)	21,179
	-----	-----
Net cash provided by operating activities	8,534	34,515
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property, plant and equipment	(13,442)	(22,533)
Acquisition of minority interest in subsidiary	(1,304)	(3,883)
Acquired businesses	-	(9,235)

(Increase) decrease in equipment lease deposits	(4,463)	3,314
	-----	-----
Net cash used in investing activities	(19,209)	(32,337)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of shares for treasury	(15,573)	(7,946)
Proceeds from borrowings under long-term debt arrangements	60,000	7,778
Payments of long-term debt	(62,982)	(9,040)
Payment of debt issuance costs	(607)	-
Decrease in short-term borrowings	(1,181)	(44)
Distributions to minority interests	(354)	(988)
Exercise of stock options	649	4,137
Tax benefit from exercise of stock options	1,863	-
	-----	-----
Net cash used in financing activities	(18,185)	(6,103)
	-----	-----
Effect of exchange rate changes on cash and cash equivalents	68	533
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NET DECREASE IN CASH AND CASH EQUIVALENTS	(28,792)	(3,392)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	60,663	88,047
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CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 31,871	\$ 84,655
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