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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or  
 Section 30(h) of the Investment Company Act of 1940

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

(Print of Type Responses)

1. Name and Address of Reporting Person\*  
 -----  
 Stansberry, James W.  
 -----  
 (Last) (First) (Middle)  
 -----  
 930 Gulf Shore Dr. Unit 9  
 -----  
 (Street)  
 -----  
 Destin, Florida 32541  
 -----  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 -----  
 Griffon Corporation (GFF)  
 -----

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  
 -----

4. Statement for Month/Day/Year  
 -----  
 January 2003  
 -----

5. If Amendment, Date of Original (Month/Day/Year)  
 -----

6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 -----  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 -----

7. Individual or Joint/Group Filing (Check Applicable line)  
 -----  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person  
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 Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned  
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Explanation of Responses:

\s\James W. Stansberry	01/22/03
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**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.