

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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): July 18, 2003 (July 14, 2003)

GRIFFON CORPORATION

(Exact name of Registrant as Specified in Charter)

Delaware	1-6620	11-1893410
-----	-----	-----
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Jericho Quadrangle, Jericho, New York	11753
-----	-----
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (516) 938-5544

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

Griffon Corporation issued press releases on July 14, 2003, July 15, 2003 and July 18, 2003, copies of which are filed as exhibits hereto and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION
AND EXHIBITS.

(c) Exhibits.

99.1 Press Release, dated July 14, 2003, issued by Griffon Corporation.

99.2 Press Release, dated July 15, 2003, issued by Griffon Corporation.

99.3 Press Release, dated July 18, 2003, issued by Griffon Corporation.

SIGNATURES

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/ Edward I. Kramer

Name: Edward I. Kramer
Title: Vice President, Administration
and Secretary

Dated: July 18, 2003

EXHIBIT INDEX

Designation	Description
99.1	Press Release, dated July 14, 2003, issued by Griffon Corporation.
99.2	Press Release, dated July 15, 2003, issued by Griffon Corporation.
99.3	Press Release, dated July 18, 2003, issued by Griffon Corporation.

Griffon Corporation Announces Proposed Private Offering of
Contingent Convertible Subordinated Notes

JERICHO, N.Y., July 14, 2003 - Griffon Corporation (NYSE: GFF) announced today that it is seeking to raise, subject to market and other conditions, approximately \$125 million through a private offering of contingent convertible subordinated notes. Griffon may raise up to an additional \$25 million if the initial purchasers exercise their right to acquire additional notes in connection with the offering.

The notes will be convertible into shares of the Company's common stock upon the happening of certain events and mature in 2023. Griffon expects to use the net proceeds from the offering to repay approximately \$49 million of revolving credit debt, to repurchase shares of its common stock and for general corporate purposes.

This notice does not constitute an offer to sell or the solicitation of an offer to buy securities. The offering will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The securities to be offered have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and unless so registered may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

Certain statements in this press release are forward-looking within the meaning of the federal securities laws. While the Company believes any forward-looking statements made are reasonable, 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.

Griffon Corporation Prices \$125 Million Of
Contingent Convertible Subordinated Notes Due 2023

JERICO, N.Y., July 15, 2003 - Griffon Corporation (NYSE: GFF) today announced the pricing of \$125 million of its 4% Contingent Convertible Subordinated Notes due 2023 (the "Notes"). Griffon has also granted to the initial purchasers an option to purchase up to an additional \$25 million of the Notes. The Notes will pay interest at a rate of 4% per annum plus, under certain circumstances beginning in 2010, contingent interest of 0.50% per annum based on the average trading price of the Notes for a specified period prior to the applicable six-month interest period.

The Notes are convertible into shares of Griffon Corporation common stock at an initial conversion price of \$24.13 per share, which represents a 48% premium based on the closing price of \$16.30 per share for the common stock on July 14, 2003, provided that any one of several contingencies are met, including that Griffon common stock has traded above \$28.96 for 20 out of 30 trading days for specified periods of time.

The Notes may not be redeemed by Griffon for seven years, but are redeemable at any time thereafter at par, plus accrued and unpaid interest. Holders of the Notes will have the option to require Griffon to purchase their Notes at par at the end of 7, 10, and 15 years.

Griffon Corporation intends to use the proceeds from the offering of Notes: (1) to repay approximately \$49 million of revolving credit debt, (2) to repurchase approximately 3.07 million shares of its common stock for approximately \$50 million, and (3) for general corporate purposes. The shares will be purchased at a price of \$16.30 per share, contingent upon, and concurrently with, the closing of the offering of the Notes.

This notice does not constitute an offer to sell or the solicitation of an offer to buy securities. The offering will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The securities to be offered have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and unless so registered may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

Certain statements in this press release are forward-looking within the meaning of the federal securities laws. While the Company believes any forward-looking statements made are reasonable, 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.

Griffon Corporation Completes the Offering of \$125 Million of Contingent
Convertible Subordinated Notes Due 2023

JERICHO, N.Y., July 18, 2003 -- Griffon Corporation (NYSE: GFF) today completed the sale of \$125 million of 4.0% Contingent Convertible Subordinated Notes due 2023 (the "Notes"). Approximately \$50 million of the total net proceeds of \$120.5 million received by Griffon Corporation were used to repurchase 3,067,484 shares of Griffon's common stock, at a price of \$16.30 per share, concurrently with the closing of the offering of Notes. Griffon intends to use the remainder of the net proceeds to repay approximately \$49 million of revolving credit debt and for general corporate purposes.

The initial purchasers of the Notes have the option to purchase up to \$25 million aggregate principal amount of additional Notes, which option must be exercised on or before July 30, 2003.

This notice does not constitute an offer to sell or the solicitation of an offer to buy securities. The offering was made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The securities offered have not been registered under the Securities Act or any state securities laws, and unless so registered may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Certain statements in this press release are forward-looking within the meaning of the federal securities laws. While the Company believes any forward-looking statements made are reasonable, 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.