

| 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

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>MITAROTONDA JAMES A</u> (Last) (First) (Middle) C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE 17TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP [GFF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2008</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 09/19/2008 | | X | | 313,474 | A | \$8.5 | 807,602 | I | By Barington Companies Equity Partners, L.P. ⁽¹⁾⁽²⁾ |
| Common Stock | 09/19/2008 | | X | | 371,142 | A | \$8.5 | 1,225,941 | I | By Barington Companies Offshore Fund, Ltd. ⁽¹⁾⁽²⁾ |
| Common Stock | 09/19/2008 | | X | | 208,225 | A | \$8.5 | 536,449 | I | By Barington Investments, L.P. ⁽¹⁾⁽²⁾ |
| Common Stock | 09/19/2008 | | X | | 593 | A | \$8.5 | 1,528 | D | |

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 |
| Subscription Rights ⁽³⁾ | \$8.5 | 09/19/2008 | | X | | | 935 | 09/08/2008 | 09/19/2008 | Common Stock | 593 | \$0 | 0 | D | |
| Subscription Rights ⁽³⁾ | \$8.5 | 09/19/2008 | | X | | | 494,128 | 09/08/2008 | 09/19/2008 | Common Stock | 313,474 | \$0 | 0 | I | By Barington Companies Equity Partners, L.P. ⁽¹⁾⁽²⁾ |
| Subscription Rights ⁽³⁾ | \$8.5 | 09/19/2008 | | X | | | 585,030 | 09/08/2008 | 09/19/2008 | Common Stock | 371,142 | \$0 | 0 | I | By Barington Companies Offshore Fund, Ltd. ⁽¹⁾⁽²⁾ |

**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 | | | | |
| Subscription Rights ⁽³⁾ | \$8.5 | 09/19/2008 | | X | | | 328,224 | 09/08/2008 | 09/19/2008 | Common Stock | 208,225 | \$0 | 0 | I | By Barington Investments, L.P. ⁽¹⁾⁽²⁾ |

Explanation of Responses:

1. The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of each of Barington Companies Investors, LLC ("Barington Investors"), Barington Companies Advisors, LLC ("Barington Advisors") and Barington Offshore Advisors II, LLC ("Barington Offshore II"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P. Barington Advisors is the general partner of Barington Investments, L.P. Barington Offshore II is the investment advisor to Barington Companies Offshore Fund, Ltd.

2. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

3. Mr. Mitarotonda directly and indirectly owns common stock of the Issuer. As such, he and the other entities listed on this Form received, at no cost from the Issuer, rights to purchase 0.6344 shares of common stock for every share of common stock owned plus rights to subscribe for additional shares up to 20% of the shares of common stock for which they were otherwise entitled to subscribe in the event not all shares of common stock were subscribed for initially. This Form 4 reports the exercise of subscription rights by Mr. Mitarotonda and the other entities listed on this Form. Receipt of subscription rights was not reported because such receipt is exempt under Rule 16a-9(b).

/s/ James A. Mitarotonda 09/23/2008

** 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.