

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>SMITH FRANKLIN H JR</u> <hr/> (Last) (First) (Middle) 100 JERICHO QUADRANGLE SUITE 224 <hr/> (Street) JERICHO NY 11753 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/30/2007	3. Issuer Name and Ticker or Trading Symbol <u>GRIFFON CORP [GFF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	50,297 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
1998 E&D Stock Option Plan (Right to Buy)	(2)	11/09/2010	Common Stock	22,000	6.8181	D
1998 E&D Stock Option Plan (Right to Buy)	(2)	02/05/2012	Common Stock	20,000	15.29	D
1998 E&D Stock Option Plan (Right to Buy)	(2)	02/04/2013	Common Stock	20,000	13.34	D
1998 E&D Stock Option Plan (Right to Buy)	(2)	02/04/2014	Common Stock	20,000	22.2	D
2001 E&D Stock Option Plan (Right to Buy)	(3)	05/02/2015	Common Stock	18,000	18.55	D

Explanation of Responses:

1. Includes 50,000 shares of restricted stock granted under the Griffon Corporation (the "Company") 2006 Equity Incentive Plan. The restricted stock vests in equal installments on each of August 2, 2007, August 2, 2008, August 2, 2009, August 2, 2010 and August 2, 2011. Also includes 297 shares of common stock allocated to the Reporting Person's account under the Company's ESOP.

2. Option is currently fully exercisable.

3. Option is currently exercisable as to 15,000 shares of common stock; the remaining 3,000 shares of common stock will become exercisable on May 3, 2008.

/s/ Franklin H. Smith, Jr. 12/07/2007

** 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 5 (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.