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

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2000

OR

(   ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission File Number: 1-6620

GRIFFON CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	11-1893410
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 JERICHO QUADRANGLE, JERICHO, NEW YORK	11753
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

X Yes ___ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 29,681,197 shares of Common Stock as of July 31, 2000.

FORM 10-Q

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PART II - OTHER INFORMATION

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2000 (Unaudited)	September 30, 1999 (Note 1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 24,511,000	$ 21,242,000
Accounts receivable, less allowance for doubtful accounts	129,687,000	123,008,000
Contract costs and recognized income not yet billed	76,242,000	65,527,000
Inventories (Note 2)	106,893,000	94,419,000
Prepaid expenses and other current assets	25,723,000	22,832,000
Total current assets	363,056,000	327,028,000
PROPERTY, PLANT AND EQUIPMENT at cost, less accumulated depreciation and amortization of $86,064,000 at June 30, 2000 and $72,152,000 at September 30, 1999	147,308,000	134,882,000
OTHER ASSETS	72,877,000	71,530,000
	$583,241,000	$533,440,000

<FN>
See notes to condensed consolidated financial statements.
</FN>

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2000 (Unaudited)	September 30, 1999 (Note 1)

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:		
Accounts and notes payable	$ 61,411,000	$ 64,540,000
Other current liabilities	79,896,000	73,465,000
Total current liabilities	141,307,000	138,005,000
LONG-TERM DEBT	165,348,000	127,652,000
MINORITY INTEREST AND OTHER	18,723,000	17,562,000
SHAREHOLDERS' EQUITY:		
Preferred Stock, par value $.25 per share, authorized 3,000,000 shares, no shares issued	---	---
Common Stock, par value $.25 per share, authorized 85,000,000 shares, issued 31,749,199 shares at June 30, 2000 and 31,735,349 shares at September 30, 1999; 2,034,102 and 1,387,402 shares in treasury at June 30, 2000 and September 30, 1999, respectively	7,937,000	7,934,000
Other shareholders' equity	249,926,000	242,287,000
Total shareholders' equity	257,863,000	250,221,000
	$583,241,000	$533,440,000

<FN>
See notes to condensed consolidated financial statements.
</FN>

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	THREE MONTHS ENDED JUNE 30,	
	2000	1999
Net Sales	$278,719,000	$262,413,000
Cost of sales	207,339,000	197,945,000
	71,380,000	64,468,000
Selling, general and administrative expenses	56,981,000	53,165,000
	14,399,000	11,303,000
Other income (expense):		
Interest expense	(3,224,000)	(2,076,000)
Interest income	270,000	114,000
Other, net	79,000	(107,000)
	(2,875,000)	(2,069,000)
Income before income taxes	11,524,000	9,234,000
Provision for income taxes:		

Federal	2,771,000	2,757,000
State and foreign	1,838,000	660,000
	4,609,000	3,417,000
Income before minority interest	6,915,000	5,817,000
Minority interest	(667,000)	---
Net income	$ 6,248,000	$ 5,817,000
Earnings per share of common stock		
(Note 3):		
Basic	$ .21	$ .19
Diluted	$ .21	$ .19

<FN>
See notes to condensed consolidated financial statements.
</FN>

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	NINE MONTHS ENDED JUNE 30,	
	2000	1999
Net sales	$818,369,000	$757,330,000
Cost of sales	611,688,000	580,411,000
	206,681,000	176,919,000
Selling, general and administrative expenses	169,763,000	151,603,000
Restructuring charge (Note 6)	---	3,500,000
	36,918,000	21,816,000
Other income (expense):		
Interest expense	(8,323,000)	(5,627,000)
Interest income	784,000	448,000
Other, net	69,000	43,000
	(7,470,000)	(5,136,000)
Income before income taxes	29,448,000	16,680,000
Provision for income taxes:		
Federal	5,298,000	4,976,000
State and foreign	6,481,000	1,196,000
	11,779,000	6,172,000
Income before minority interest and cumulative effect of a change in accounting principle	17,669,000	10,508,000
Minority interest (Note 5)	(386,000)	---
Income before cumulative effect of a change in accounting principle	17,283,000	10,508,000
Cumulative effect of a change in accounting principle, net of income taxes (Note 5)	(5,290,000)	---

Net income	$ 11,993,000	$ 10,508,000
Basic earnings per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .57	$ .35
Cumulative effect of a change in accounting principle	(.17)	---
	$ .40	$ .35
Diluted earnings per share of common stock (Note 3):		
Income before cumulative effect of a change in accounting principle	$ .57	$ .34
Cumulative effect of a change in accounting principle	(.17)	---
	$ .40	$ .34

<FN>
See notes to condensed consolidated financial statements.
</FN>

GRIFFON CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	NINE MONTHS ENDED JUNE 30, 2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$11,993,000	$10,508,000
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	17,499,000	16,061,000
Minority interest	386,000	---
Cumulative effect of a change in accounting principle, net	5,290,000	---
Provision for losses on accounts receivable	1,959,000	1,659,000
Non-cash asset write-downs from restructuring	---	2,150,000
Change in assets and liabilities:		
Increase in accounts receivable and contract costs and recognized income not yet billed	(19,486,000)	(19,378,000)
(Increase) decrease in inventories	(8,960,000)	10,581,000
Increase in prepaid expenses and other assets	(4,575,000)	(4,932,000)
Increase (decrease) in accounts payable, accrued liabilities and Federal income taxes	5,515,000	(14,083,000)
Other changes, net	2,554,000	20,000
Total adjustments	182,000	(7,922,000)
Net cash provided by operating activities	12,175,000	2,586,000
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property, plant and equipment	(32,908,000)	(20,672,000)
Acquired businesses	(14,589,000)	(20,172,000)
Proceeds from sale of product line	---	4,300,000
Other, net	5,946,000	(1,211,000)
Net cash used in investing activities	(41,551,000)	(37,755,000)

CASH FLOWS FROM FINANCING ACTIVITIES:

Purchase of treasury shares	(4,385,000)	(319,000)
Proceeds from issuance of long-term debt	44,625,000	34,835,000
Payments of long-term debt	(8,659,000)	(7,322,000)
Increase in short-term borrowings	2,500,000	4,958,000
Other, net	(1,436,000)	128,000
Net cash provided by financing activities	32,645,000	32,280,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,269,000	(2,889,000)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	21,242,000	19,326,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$24,511,000	$16,437,000

<FN>
See notes to condensed consolidated financial statements.
</FN>

GRIFFON CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Basis of Presentation -

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and nine-month periods ended June 30, 2000 are not necessarily indicative of the results that may be expected for the year ending September 30, 2000. The balance sheet at September 30, 1999 has been derived from the audited financial statements at that date. For further information, refer to the consolidated financial statements and footnotes thereto included in the company's annual report to shareholders for the year ended September 30, 1999.

(2) Inventories -

Inventories, stated at the lower of cost (first-in, first-out or average) or market, are comprised of the following:

	June 30, 2000	September 30, 1999
Finished goods........................	$ 62,188,000	$ 51,157,000
Work in process.......................	25,205,000	23,405,000
Raw materials and supplies............	19,500,000	19,857,000
	$106,893,000	$ 94,419,000

(3) Earnings per share -

Basic EPS is calculated by dividing income by the weighted average number of shares of common stock outstanding during the period. The weighted average number of shares of common stock used in determining basic EPS was 29,977,000 and 30,372,000 for the three months ended June 30, 2000 and 1999, respectively and 30,151,000 and 30,381,000 for the nine months ended June 30, 2000 and 1999, respectively.

Diluted EPS is calculated by dividing income by the weighted average number of shares of common stock outstanding plus additional common shares that could be issued in connection with potentially dilutive securities. The weighted average number of shares of common stock used in determining diluted EPS was 30,173,000 and 30,445,000 for the three months ended June 30, 2000 and 1999, respectively and 30,330,000 and 30,569,000 for the nine months ended June 30, 2000 and 1999, respectively, and reflects additional shares in connection with stock option and other stock-based compensation plans (196,000 shares for the three months ended June 30, 2000, 18,000 shares for the three months ended June 30, 1999, 179,000 shares for the nine months ended June 30, 2000 and 73,000 shares for the nine months ended June 30, 1999).

Options to purchase approximately 5,597,000 and 4,311,000 shares of common stock were not included in the computation of diluted earnings per share for the three months ended June 30, 2000 and 1999, respectively, and options to purchase approximately 4,180,000 and 3,449,000 shares of common stock were not included in the computation of diluted earnings per share for the nine months ended June 30, 2000 and 1999, respectively, because the effects would have been antidilutive.

(4) Business segments -

The company's reportable business segments are as follows - Garage Doors (manufacture and sale of residential and commercial/industrial garage doors, and related products); Installation Services (sale and installation of building products primarily for new construction, such as garage doors, garage door openers, manufactured fireplaces and surrounds, and cabinets); Electronic Information and Communication Systems (communication and information systems for government and commercial markets); and Specialty Plastic Films (manufacture and sale of plastic films and film laminates for baby diapers, adult incontinence care products, disposable surgical and patient care products and plastic packaging).

Information on the company's business segments is as follows:

	Garage Doors	Installation Services	Electronic Information and Communication Systems	Specialty Plastic Films	Totals
Revenues from external customers -					
Three months ended					
June 30, 2000	$100,027,000	$ 67,046,000	$ 47,766,000	$ 63,880,000	$278,719,000
June 30, 1999	104,153,000	68,669,000	44,502,000	45,089,000	262,413,000
Nine months ended					
June 30, 2000	296,058,000	200,829,000	131,391,000	190,091,000	818,369,000
June 30, 1999	305,999,000	174,263,000	136,626,000	140,442,000	757,330,000
Intersegment revenues -					
Three months ended					
June 30, 2000	$ 6,784,000	$ 65,000	$ ---	$ ---	$ 6,849,000
June 30, 1999	6,988,000	240,000	---	---	7,228,000
Nine months ended					
June 30, 2000	22,428,000	319,000	---	---	22,747,000
June 30, 1999	22,248,000	738,000	---	---	22,986,000
Segment profit -					
Three months ended					
June 30, 2000	$ 4,923,000	$ 2,016,000	$ 5,536,000	$ 4,396,000	$ 16,871,000
June 30, 1999	8,198,000	2,256,000	4,067,000	(1,081,000)	13,440,000

Nine months ended					
June 30, 2000	12,825,000	5,334,000	13,226,000	12,671,000	44,056,000
June 30, 1999	16,783,000	4,777,000	10,388,000	(312,000)	31,636,000

Following is a reconciliation of segment profit to amounts reported in the consolidated financial statements:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2000	1999	2000	1999
Profit for all segments	$ 16,871,000	$ 13,440,000	$ 44,056,000	$ 31,636,000
Unallocated amounts	(2,393,000)	(2,244,000)	(7,069,000)	(6,277,000)
Restructuring charge	---	---	---	(3,500,000)
Interest expense, net	(2,954,000)	(1,962,000)	(7,539,000)	(5,179,000)
Income before income taxes	$ 11,524,000	$ 9,234,000	$ 29,448,000	$ 16,680,000

As a result of an acquisition during the nine months ended June 30, 2000, the electronic information and communication systems segment's assets increased by approximately $16,000,000, and the garage doors segment's assets increased by approximately $4.5 million in connection with the purchase of a previously leased facility.

(5) Start-up costs -

Effective October 1, 1999 the company adopted the provisions of the American Institute of Certified Public Accountants' Statement of Position No. 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities". SOP 98-5 requires that, at the date of adoption, costs of start-up activities previously capitalized be written-off as a cumulative effect of a change in accounting principle, and that after adoption, such costs are to be expensed as incurred.

Consequently, in the first quarter of fiscal 2000, the company's 60%-owned joint venture wrote off costs that were previously capitalized in connection with the start-up of the venture and the implementation of additional production capacity. The cumulative effect of this change in accounting principle is $5,290,000 (net of $3,784,000 income tax effect). The minority interest's share of the net charge is $2,116,000 and is included as an offsetting credit in "Minority interest" in the Condensed Consolidated Statement of Income for the nine months ended June 30, 2000.

(6) Restructuring charge -

In March 1999 the company recorded a restructuring charge in connection with the closing of a garage door manufacturing facility in order to streamline operations and improve efficiency. Approximately $1,350,000 of restructuring costs were accrued; through June 30, 2000 approximately $812,000 has been paid for employee severance and related benefits and $477,000 has been paid for lease and related costs. The remaining accrual will be paid by September 30, 2000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The following information is presented in accordance with related segment results presented in Note 4 of "Notes to Condensed Consolidated Financial Statements."

RESULTS OF OPERATIONS

Three months ended June 30, 2000

Net sales were $278.7 million for the three-month period ended June 30, 2000, an increase of $16.3 million or 6.2%.

Net sales for the garage doors segment were $106.8 million, a decrease of $4.3 million or 3.9% compared to last year. Unit sales volume of residential and commercial garage doors decreased by approximately 10% and 7%, respectively, partly offset by improved product mix in certain residential and commercial lines, compared to last year.

Net sales for the specialty plastic films segment were $63.9 million, an increase of $18.8 million or 41.7% compared to last year. Higher unit sales volume ($10.8 million) at Finotech, the segment's European joint venture, and in the segment's domestic operations ($4.8 million) were the principal reasons for the increase.

Net sales for the electronic information and communication systems segment were $47.8 million, an increase of $3.3 million or 7.3% compared to last year. The increase in sales was principally due to an acquired search and weather radar business.

Net sales for the installation services segment were $67.1 million, a decrease of $1.8 million or 2.6% compared to last year. The decline was primarily due to decreased demand due to softer housing markets.

Operating income for all business segments for the three months ended June 30, 2000 was $16.9 million, an increase of $3.4 million or 25.5% compared to last year. The increase was principally in specialty plastic films due to volume-driven improvement and related manufacturing efficiencies in the European joint venture and from improved profitability in the segment's domestic operations.

Operating income for the garage doors segment was $4.9 million, a decrease of $3.3 million or 39.9% compared to last year. Profitability was adversely impacted by the sales decrease, increased raw material costs and by higher operating costs to support the segment's anticipated expansion of sales to the retail distribution channel. The segment also experienced a loss from a commercial door product line for which strategic alternatives are being explored.

Operating income for specialty plastic films was $4.4 million compared to a loss of $1.1 million last year. Increased unit sales volume and resultant manufacturing efficiencies in the segment's European joint venture, unit sales increases in its domestic operations including sales of new, more profitable products, partly offset by increased raw material costs, were the principal reasons for the improvement in operating income.

Operating income for the electronic information and communication systems segment was $5.5 million, an increase of $1.5 million or 36.1% compared to last year. Profitability improved primarily from higher aggregate margins on certain programs which have transitioned from development to production and from earnings of the acquired search and weather radar business, partly offset by increased bid and proposal expenditures.

Operating income for the installation services segment was $2.0 million, a decrease of $.2 million or 10.6% compared to last year. The decrease was principally due to the sales decline and higher distribution and labor costs from expanded product offerings.

Net interest expense increased by $1.0 million principally due to higher levels of outstanding debt from acquisitions in 1999 and 2000.

Nine months ended June 30, 2000

Net sales were $818.4 million for the nine-month period ended June 30, 2000, an increase of $61.0 million or 8.1%.

Net sales for the garage doors segment were $318.5 million, a decrease of $9.8 million or 3.0% compared to last year. The decrease was principally due to unit volume decreases in sales of residential and commercial garage doors by approximately 4% and 17%, respectively, and the effect of the sale last year of a commercial product line that had net sales of approximately $7 million in the first half of fiscal 1999.

Net sales for the specialty plastic films segment were $190.1 million, an increase of $49.6 million or 35.4% compared to last year. Substantially higher unit sales volume at Finotech, the segment's European joint venture was the principal reason for the increase.

Net sales for the electronic information and communication systems segment were $131.4 million, a decrease of $5.2 million or 3.8% compared to last year. The decrease in sales was principally due to delays in anticipated orders on international radar programs and lower revenues in fiscal 2000 on programs that were in development in 1999 but have not yet fully transitioned to production, partly offset by sales of an acquired search and weather radar business.

Net sales for the installation services segment were $201.1 million, an increase of $26.1 million or 14.9% compared to last year. The increase was principally due to the inclusion in fiscal 2000 nine month operating results of a company which was acquired during the second quarter of fiscal 1999 and internal growth from expanded product offerings, partly offset by the impact of softer housing markets.

Operating income for all business segments for the nine months ended June 30, 2000 was $44.1 million, an increase of $12.4 million or 39.3% compared to last year. The increase was principally due to increased unit volume in specialty plastic films' European joint venture and related manufacturing efficiencies and increased margins in electronic information and communication systems, partly offset by reduced profitability in the garage doors segment.

Operating income for the garage doors segment was $12.8 million, a decrease of $4.0 million or 23.6% compared to last year. Increased profitability due to favorable product mix and manufacturing efficiencies was offset by the effect of the sales decrease, higher operating costs to support the segment's

anticipated expansion of sales to the retail distribution channel and increased distribution costs. Unprofitable operations in a commercial door product line and competitive pricing also contributed to the segment's reduced operating results for the nine months.

Operating income for specialty plastic films was $12.7 million compared to a loss of $.3 million last year. Higher unit sales volume of the segment's European joint venture and resultant manufacturing efficiencies and improving domestic operations during the third quarter of fiscal 2000 were the principal reasons for the increase in operating income.

Operating income for the electronic information and communication systems segment was $13.2 million, an increase of $2.8 million or 27.3% compared to last year. The increase in operating income reflects improved profitability on certain programs that have transitioned from development to production and earnings of the acquired search and weather radar business, partly offset by increased bid and proposal expenditures.

Operating income of the installation services segment was $5.3 million, an increase of $.6 million or 11.7% compared to last year. The increase was principally due to the earnings of an acquired company, partly offset by higher distribution and labor costs from expanded product offerings.

Net interest expense increased by $2.4 million principally due to higher levels of outstanding debt from acquisitions in 1999 and 2000.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow provided by operations for the nine months ended June 30, 2000 improved to $12.2 million compared to $2.6 million last year, principally due to increased earnings. Working capital increased to $221.7 million at June 30, 2000. The increase was principally due to higher working capital requirements in connection with anticipated expansion of the garage door segment's sales to the retail distribution channel, expected higher contract costs and recognized income not yet billed in the electronic information and communication systems segment and from expanded product offerings in the installation services segment.

During the nine months ended June 30, 2000 net cash used in investing activities was approximately $41.6 million. The company had capital expenditures of approximately $32.9 million, principally made in connection with increasing production capacity and with the purchase of a previously leased garage door manufacturing facility for approximately $4.5 million. Also, the electronic information and communication systems segment acquired a search and weather radar business for approximately $16 million, of which $12 million was financed under bank credit lines with the balance expected to be paid during the remainder of fiscal 2000.

Net cash provided by financing activities during the nine months ended June 30, 2000 was approximately $32.6 million. Borrowings under bank credit lines were used to finance an acquisition, capital expenditures and working capital requirements. Also, since September 30, 1999 the company has purchased approximately 647,000 shares of its Common Stock for approximately $4.4 million, and increased its stock buyback program from 1,500,000 shares to 3,000,000 shares. Additional purchases will be made from time-to-time, depending upon market conditions, at prices deemed appropriate by management.

Anticipated cash flows from operations, together with existing cash,

bank lines of credit and lease line availability, should be adequate to finance presently anticipated working capital and capital expenditure requirements and to repay long- term debt as it matures.

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this report, 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 report, 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, 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.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Management does not believe that there are any material market risk exposures with respect to derivative or other financial instruments that are required to be disclosed.

PART II - OTHER INFORMATION

Item 1 Legal Proceedings

None

Item 2 Changes in Securities

None

Item 3 Defaults upon Senior Securities

None

Item 4 Submission of Matters to a Vote of Security Holders

None

Item 5 Other Information

None

Item 6 Exhibits and Reports on Form 8-K

(a) Exhibits

27 -- Financial Data Schedule (for electronic submission only)

SIGNATURE

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 thereunto duly authorized.

GRIFFON CORPORATION

By /s/ Robert Balemian

Robert Balemian
President
(Principal Financial Officer)

Date: August 8, 2000

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