

OMB APPROVAL	
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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>KRAMER EDWARD I</u> (Last) (First) (Middle) 100 JERICHO QUADRANGLE SUITE 224 (Street) JERICHO NY 11753 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2005	
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	02/18/2005		M		5,500	A	\$6.8182	35,650	D	
Common Stock	02/18/2005		M		5,500	A	\$6.4455	41,150	D	
Common Stock	02/18/2005		F		6,025	D	\$23.5	35,125	D	
Common Stock	02/18/2005		D		175	D	\$23.25	34,950	D	
Common Stock	02/18/2005		D		4,800	D	\$23.2	30,150 ⁽¹⁾	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
1998 Stock Option Plan	\$6.8182	02/18/2005		M			5,500	11/10/2001	11/09/2010	Common Stock	5,500	\$0	0 ⁽²⁾	D	
1998 Stock Option Plan	\$6.4455	02/18/2005		M			5,500	02/07/2002	02/06/2011	Common Stock	5,500	\$0	0 ⁽²⁾	D	

Explanation of Responses:

- Does not include shares indirectly owned as follows: 326 shares owned by reporting person's wife and 5,926 shares owned by the Blau, Kramer, Wacliar & Lieberman, Profit Sharing Plan, of which Mr. Kramer is one of the three trustees, all of which shares are allocated to Reporting Person.
- Does not include options to purchase 40,000 shares issued under the 1998 Employee and Director Stock Option Plan and 10,000 shares issued under the 2001 Stock Option Plan.

Remarks:

Edward I. Kramer 02/18/2005

** 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.