

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

<b>1. Name and Address of Reporting Person*</b> <u>WETMORE DOUGLAS J</u>  (Last) (First) (Middle) 712 FIFTH AVENUE 18TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> GRIFFON CORP [ GFF ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Exec. VP and CFO
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/04/2010	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	06/04/2010		P		10,000	A	\$11.0315 <sup>(1)</sup>	225,000	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					

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.06, inclusive. The reporting person undertakes to provide Griffon Corporation, any security holder of Griffon Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

/s/ Seth L. Kaplan, pursuant to power-of-attorney 06/08/2010

\*\* 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.

## **POWER OF ATTORNEY**

### **A. CAUTION TO THE PRINCIPAL:**

Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, [www.senate.state.ny.us](http://www.senate.state.ny.us) or <http://www.assembly.state.ny.us>.

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

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**B. DESIGNATION OF AGENT:**

The undersigned hereby constitutes and appoints each of SETH L. KAPLAN and PATRICK L. ALESIA signing individually, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Griffon Corporation (the "Company"), (a) Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Forms 144 in accordance with Rule 144 of the Securities Act of 1933, and (c) any other forms or reports the undersigned may be required to file, each in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company; and
- (2) file such forms or reports with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power or substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

THIS POWER OF ATTORNEY shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless either revoked in writing by the undersigned or, as to each attorney-in-fact, until such time as such attorney-in-fact ceases to be an employee of Griffon Corporation or one of its affiliates.

**C. NO REVOCATION**

This Power of Attorney shall not revoke any prior powers of attorney executed or granted by the Principal and no term or provision of this Power of Attorney or any power of attorney granted to the Agent by the Principal herein shall be deemed revoked by the subsequent execution of any power of attorney by the Principal.

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**D. SIGNATURE AND ACKNOWLEDGEMENT OF PRINCIPAL:**

**IN WITNESS WHEREOF**, the undersigned Principal has duly executed this Power of Attorney on this 8th day of June, 2010.

/s/ Douglas J. Wetmore (signature of Principal)

Name: Douglas J. Wetmore

State of New York  
County of Queens ss.:

On the 8th day of June in the year 2010 before me, the undersigned, personally appeared Douglas J. Wetmore, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

/s/ Patricia Pinzel  
Notary Public

Patricia Pinzel  
Notary Public, State of New York  
No. 01PI4938025  
Qualified in Queens County  
Commission Expires July 18, 2010

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**E. IMPORTANT INFORMATION FOR THE AGENT:**

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the Principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

(1) act according to any instructions from the Principal, or, where there are no instructions, in the Principal's best interest; (2) avoid conflicts that would impair your ability to act in the Principal's best interest; (3) keep the Principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law; (4) keep a record of all receipts, payments, and transactions conducted for the Principal; and (5) disclose your identity as an agent whenever you act for the Principal by writing or printing the Principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the Principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the Principal or, where there are no such instructions, in the Principal's best interest. You may resign by giving written notice to the Principal and to any co-agent, successor agent, monitor if one has been named in this document, or the Principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

**Liability of Agent:**

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

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**F. SIGNATURE AND ACKNOWLEDGEMENT OF AGENT:**

IN WITNESS WHEREOF, each of the undersigned has read this Power of Attorney. Each of the undersigned hereby acknowledges and accepts his appointment as Agent for the Principal by duly executing this Power of Attorney on this 8th day of June, 2010.

/s/ Seth L. Kaplan  
Seth L. Kaplan

State of New York  
County of Queens ss.:

On the 8th day of June in the year 2010 before me, the undersigned, personally appeared SETH L. KAPLAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Patricia Pinzel  
Notary Public

Patricia Pinzel  
Notary Public, State of New York  
No. 01PI4938025  
Qualified in Queens County  
Commission Expires July 18, 2010

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/s/ Patrick L. Alesia  
Patrick L. Alesia

State of New York  
County of Nassau ss.:

On the 8th day of June in the year 2010 before me, the undersigned, personally appeared Patrick L. Alesia, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Mary A. Berk  
Notary Public

Mary A. Berk  
Notary Public, State of New York  
No. 01BE5084103  
Qualified in Nassau County  
Commission Expires August 25,  
2013