

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>ALESIA PATRICK</u> _____ (Last) (First) (Middle) 100 JERICHO QUADRANGLE _____ (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) <u>Vice President & Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2003</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, Par Value \$.25 per share	11/11/2003		M		11,000	A	\$6.81	40,295	D	
Common Stock, Par Value \$.25 per share	11/11/2003		M		11,000	A	\$7.61	51,295	D	
Common Stock, Par Value \$.25 per share	11/11/2003		M		44,000	A	\$6.65	95,295	D	
Common Stock, Par Value \$.25 per share	11/11/2003		F		38,078	D	\$19.87	57,217	D	
Common Stock, Par Value \$.25 per share	11/11/2003		S		1,800	D	\$19.94	55,417	D	
Common Stock, Par Value \$.25 per share	11/11/2003		S		4,600	D	\$19.96	50,817	D	
Common Stock, Par Value \$.25 per share	11/11/2003		S		12,000	D	\$19.9	38,817	D	
Common Stock, Par Value \$.25 per share	11/11/2003		S		900	D	\$20	37,917	D	
Common Stock, Par Value \$.25 per share	11/11/2003		S		2,000	D	\$20.02	35,917	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		4,622	D	\$20.2	31,295	D	
Common Stock, Par Value \$.25 per share	11/12/2003		S		2,000	D	\$20.07	29,295	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
1995 Stock Option Plan	\$6.81	11/11/2003		M			11,000	11/08/1996	11/08/2004	Common Stock	11,000	\$0	11,000	D	
1995 Stock Option Plan	\$7.61	11/11/2003		M			11,000	11/07/1999	11/07/2005	Common Stock	11,000	\$0	0	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	Amount or Number of Shares				
1998 Employee & Director Stock Option Plan	\$6.65	11/11/2003		M			44,000	11/11/2001	11/11/2009	Common Stock	44,000	\$0	91,000 ⁽¹⁾	D	

Explanation of Responses:

1. Does not include options to purchase 16,500 shares granted under the 1997 Stock Option Plan and options to purchase 25,000 shares granted under the 2001 Stock Option Plan.

[\s\Patrick Alesia](#)

[11/12/2003](#)

** 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.