GRIFFON CORP Form 4 April 02, 2013

FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Check this box if no longer subject to Section 16.

Expires: January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add KRAMER RO	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(				
C/O GRIFFON CORPORATION, 712 FIFTH AVENUE, 18TH FLOOR			(Month/Day/Year) 03/31/2013	_X Director 10% Owner X Officer (give title Other (specify below) CEO				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
NEW YORK	, NY 10019	)	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities oner Disposes (Instr. 3, 4)	d of (Ľ	<b>)</b> )	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)
Common Stock	03/31/2013		F	361,285 (1)	D	\$ 11.92	2,286,540	D	
Common Stock							511 <u>(2)</u>	I	By ESOP
Common Stock							40,298	I	By Spouse and Children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Edgar Filing: GRIFFON CORP - Form 4

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SEC 1474 (9-02)

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Title Amour Underl Securit (Instr.	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
					Date Exercisable	Expiration Date	Title	Amount or Number of		
			Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
KRAMER RONALD J C/O GRIFFON CORPORATION 712 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10019	X		CEO				

## **Signatures**

/s/ Seth L. Kaplan, as attorney-in-fact 04/02/2013

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- \* 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).
- (1) Shares withheld upon vesting of restricted stock to satisfy tax withholding obligations of the reporting person.
- (2) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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