Cardinale Gerald J. Form 4 February 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(City)

(State)

(Zip)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cardinale Gerald J. Issuer Symbol **GRIFFON CORP [GFF]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify C/O GOLDMAN, SACHS & 01/30-05:00/2013 below) CO., 200 WEST STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10282

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 1.Title of 2. Transaction Date 3. 4. Securities 5. Amount of 7. Nature of TransactionAcquired (A) or Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price See Common 3,333 01/30-05:00/2013 Α \$0 10,017,087 I footnotes Α (2)Stock (1) (3) (4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	of	Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cardinale Gerald J. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact

02/01-05:00/2013

**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).
- The Reporting Person is a former managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- On January 30, 2013, 3,333 shares of common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation (the "Company") were granted to Bradley J. Gross, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Company's 2011 Equity Incentive Plan (the "Plan"). The grant of 3,333 shares vests one third on each of the next three anniversaries of the grant date, which was January 30, 2013.
 - GS Group may be deemed to beneficially own, in the aggregate, 17,087 shares of Common Stock, consisting of 5,000 shares of Common Stock granted to the Reporting Person pursuant to the Plan, 8,333 shares of Common Stock granted to Bradley J. Gross pursuant to the
- (3) Plan and 1,877 shares of Common Stock granted to each of the Reporting Person and Bradley J. Gross pursuant to the Company's Outside Director Stock Award Plan. The Reporting Person and Bradley J. Gross each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group.
 - GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 10,000,000 shares of the Company's Common Stock, beneficially owned directly by GS Direct, L.L.C. ("GS Direct"). Goldman Sachs and GS Direct are wholly-owned
- (4) subsidiaries of GS Group. Goldman Sachs is the manager of GS Direct. GS Group, Goldman Sachs and GS Direct each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any. Goldman Sachs has net open short positions of 310,572 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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