## May 15, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement **GRIFFON CORP** [GFF] GAMCO INVESTORS, INC. (Month/Day/Year) 05/05/2014 ET AL (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ONE CORPORATE (Check all applicable) CENTER.Â (Street) 6. Individual or Joint/Group Director \_X\_ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person RYE, NYÂ 10580 \_X\_ Form filed by More than One **Reporting Person** (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Ownership Beneficially Owned (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock 5,019 I By: Gabelli Securities, Inc. (1)By: MJG-IV Limited Partnership **Common Stock** I 6,000 (1) Common Stock 8,000 Ι By: Investment Partnership (1)

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

**GRIFFON CORP** 

Form 3

SEC 1473 (7-02)

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 control number.

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

## Edgar Filing: GRIFFON CORP - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
GAMCO INVESTORS, INC. ET AL ONE CORPORATE CENTER RYE, NY 10580	Â	ÂX	Â	Â	
GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580	Â	ÂX	Â	Â	
GGCP, INC. 140 GREENWICH AVENUE GREENWICH, CT 06830	Â	X	Â	Â	

## Signatures

/s/ Douglas R. Jamieson, Attorney-In-Fact for MARIO J. GABELLI, GGCP, INC., and GAMCO INVESTORS, INC.

\*\*Signature of Reporting Person

**Explanation of Responses:** 

\* If the form is filed by more than one reporting person, see Instruction 5(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).

GAMCO Investors, Inc. has less that a 100% interest in this entity; GGCP, Inc. has less than a 100% interest in GAMCO Investors, Inc.; and Mario J. Gabelli has less than a 100% interest in GGCP, Inc. The amount of securities reported as beneficially owned reflects the

(1) and wan's 5. Gabein has less than a 100% interest in GOCT, inc. The amount of securities reported as benchetary owned refrees the total amount of securities held by this entity which is greater that the Reporting Persons' indirect pecuniary interests. The Reporting Persons hereby disclaim ownership of these securities in excess of their pecuniary interests.

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.

05/15/2014

Date