

GRIFFON CORP
Form 3
November 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>MITAROTONDA JAMES A</p> <p>(Last) (First) (Middle)</p> <p>C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE 17TH FL</p> <p>(Street)</p> <p>NEW YORK, NY 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/02/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GRIFFON CORP [GFF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	440,238	I	By Barington Companies Equity Partners, L.P. (1) (2) (3)
Common Stock	779,303	I	By Barington Companies Offshore Fund, Ltd. (1) (2) (3)
Common Stock	314,299	I	By Barington Investments, L.P. (1) (2) (3)
Common Stock	50,811	I	By Benchmark Opportunitas Fund plc (1) (2) (3)

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

SEC 1473 (7-02)

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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)

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE 17TH FL NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

/s/ James A. Mitarotonda 11/09/2007

**Signature of Reporting Person Date

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).

The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of each of Barington Companies Investors, LLC ("Barington Investors"), Barington Companies Advisors, LLC ("Barington Advisors"), Barington Offshore Advisors, LLC ("Barington Offshore") and Barington Offshore Advisors II, (1) LLC ("Barington Offshore II"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P. (the "Onshore Fund"). Barington Advisors is the general partner of Barington Investments, L.P. Barington Offshore is the investment advisor to Benchmark Opportunitas Fund plc ("Benchmark"). Barington Offshore II is the investment advisor to Barington Companies Offshore Fund, Ltd. (the "Offshore Fund"). (Continued in footnote 2)

(2) Subsequent to Mr. Mitarotonda being appointed a director of the Issuer, 25,987 of the 50,811 shares owned by Benchmark were transferred to the Onshore Fund and the remaining 24,824 shares were transferred to the Offshore Fund.

(3) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.