

GRIFFON CORP
Form 3
December 07, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SMITH FRANKLIN H JR | | (Month/Day/Year) | GRIFFON CORP [GFF] | |
| (Last) | (First) | (Middle) | 11/30/2007 | |
| 100 JERICHO QUADRANGLE,Â SUITE 224 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| JERICHO,Â NYÂ 11753 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 | 50,297 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| 1998 E&D Stock Option Plan (Right to Buy) | Â (2) | 11/09/2010 | Common Stock | 22,000 | \$ 6.8181 | D | Â |
| 1998 E&D Stock Option Plan (Right to Buy) | Â (2) | 02/05/2012 | Common Stock | 20,000 | \$ 15.29 | D | Â |
| 1998 E&D Stock Option Plan (Right to Buy) | Â (2) | 02/04/2013 | Common Stock | 20,000 | \$ 13.34 | D | Â |
| 1998 E&D Stock Option Plan (Right to Buy) | Â (2) | 02/04/2014 | Common Stock | 20,000 | \$ 22.2 | D | Â |
| 2001 E&D Stock Option Plan (Right to Buy) | Â (3) | 05/02/2015 | Common Stock | 18,000 | \$ 18.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH FRANKLIN H JR 100 JERICHO QUADRANGLE SUITE 224 JERICHO, NY 11753 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Franklin H. Smith, Jr. 12/07/2007

__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).
Includes 50,000 shares of restricted stock granted under the Griffon Corporation (the "Company") 2006 Equity Incentive Plan. The
 - (1) restricted stock vests in equal installments on each of August 2, 2007, August 2, 2008, August 2, 2009, August 2, 2010 and August 2, 2011. Also includes 297 shares of common stock allocated to the Reporting Person's account under the Company's ESOP.
 - (2) Option is currently fully exercisable.
 - (3) Option is currently exercisable as to 15,000 shares of common stock; the remaining 3,000 shares of common stock will become exercisable on May 3, 2008.

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.