

Edgar Filing: GRIFFON CORP - Form SC 13D/A

GRIFFON CORP
Form SC 13D/A
March 16, 2007

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Griffon Corporation

(Name of Issuer)

Common Stock, par value \$0.25 per share

(Title of Class of Securities)

398433102

(CUSIP Number)

Mr. James A. Mitarotonda
c/o Barington Companies Equity Partners, L.P.
888 Seventh Avenue, 17th Floor
New York, NY 10019
(212) 974-5700

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

March 15, 2007

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following
box: .

(Continued on following pages)

(Page 1 of 21 Pages)

SCHEDULE 13D

CUSIP No. 398433102

Page 2 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Companies Equity Partners, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-4088890

Edgar Filing: GRIFFON CORP - Form SC 13D/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	436,384
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	436,384
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 436,384

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.46%

14 TYPE OF REPORTING PERSON: PN

SCHEDULE 13D

CUSIP No. 398433102

Page 3 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Companies Investors, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-4126527

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	436,384
	8	SHARED VOTING POWER	none

Edgar Filing: GRIFFON CORP - Form SC 13D/A

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	436,384
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		436,384
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		1.46%
14	TYPE OF REPORTING PERSON:		OO

SCHEDULE 13D

CUSIP No. 398433102

Page 4 of 21 Pages

1	NAME OF REPORTING PERSON: Barington Investments, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-2871525		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
	7	SOLE VOTING POWER	313,204
	8	SHARED VOTING POWER	none
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	313,204
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		313,204
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		1.05%
14	TYPE OF REPORTING PERSON:		PN

Edgar Filing: GRIFFON CORP - Form SC 13D/A

SCHEDULE 13D

CUSIP No. 398433102 Page 5 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Companies Advisors, LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-0327470

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	7	SOLE VOTING POWER	313,204
NUMBER OF	-----		
SHARES	8	SHARED VOTING POWER	none
BENEFICIALLY	-----		
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	313,204
REPORTING	-----		
PERSON WITH	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 313,204

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 1.05%

14 TYPE OF REPORTING PERSON: 00

SCHEDULE 13D

CUSIP No. 398433102 Page 6 of 21 Pages

1 NAME OF REPORTING PERSON: Benchmark Opportunitas Fund plc
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

Edgar Filing: GRIFFON CORP - Form SC 13D/A

4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Ireland	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	70,238
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	70,238
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	70,238	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.24%	
14	TYPE OF REPORTING PERSON:	CO	

SCHEDULE 13D

CUSIP No. 398433102

Page 7 of 21 Pages

1	NAME OF REPORTING PERSON: Barington Offshore Advisors, LLC		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-4797640		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	70,238
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	70,238
	10	SHARED DISPOSITIVE POWER	none

Edgar Filing: GRIFFON CORP - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 70,238

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.24%

14 TYPE OF REPORTING PERSON: IA, OO

CUSIP No. 398433102 SCHEDULE 13D Page 8 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Companies Offshore Fund, Ltd.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	744,258
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	744,258
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 744,258

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.49%

14 TYPE OF REPORTING PERSON: CO

Edgar Filing: GRIFFON CORP - Form SC 13D/A

SCHEDULE 13D

CUSIP No. 398433102

Page 9 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Offshore Advisors II, LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-8325785

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	744,258
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	744,258
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 744,258

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.49%

14 TYPE OF REPORTING PERSON: IA, OO

SCHEDULE 13D

CUSIP No. 398433102

Page 10 of 21 Pages

1 NAME OF REPORTING PERSON: Barington Capital Group, L.P.
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-3635132

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

Edgar Filing: GRIFFON CORP - Form SC 13D/A

IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,564,084
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	1,564,084
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	1,564,084	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	5.24%	
14	TYPE OF REPORTING PERSON:	PN	

SCHEDULE 13D

CUSIP No. 398433102

Page 11 of 21 Pages

1	NAME OF REPORTING PERSON: LNA Capital Corp.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-3635168		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	[X]	
	(b)	[]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,564,084
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	1,564,084
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	1,564,084	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	

Edgar Filing: GRIFFON CORP - Form SC 13D/A

 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 5.24%

 14 TYPE OF REPORTING PERSON: CO

SCHEDULE 13D

CUSIP No. 398433102

Page 12 of 21 Pages

 1 NAME OF REPORTING PERSON: James A. Mitarotonda
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

	7	SOLE VOTING POWER	1,564,084
NUMBER OF	-----		
SHARES	8	SHARED VOTING POWER	none
BENEFICIALLY	-----		
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	1,564,084
REPORTING	-----		
PERSON WITH	10	SHARED DISPOSITIVE POWER	none

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 1,564,084

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 5.24%

 14 TYPE OF REPORTING PERSON: IN

Page 13 of 21 Pages

This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 26, 2007 (the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. and others with respect to the common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation, a Delaware corporation (the "Company"). The

Edgar Filing: GRIFFON CORP - Form SC 13D/A

principal executive offices of the Company are located at 100 Jericho Quadrangle, Jericho, NY 11753.

Item 2. Identity and Background.

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of March 14, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 1,564,084 shares of Common Stock, representing approximately 5.24% of the shares of Common Stock presently outstanding.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, Barington Companies Equity Partners, L.P., Barington Investments and Barington Companies Offshore Fund, Ltd. purchased an aggregate of 50,000 shares of Common Stock. All purchases of Common Stock by these Reporting Entities were made in open market transactions. All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$327,404.39 by Barington Companies Equity Partners, L.P., \$288,043.53 by Barington Investments, L.P. and \$558,802.09 by Barington Companies Offshore Fund, Ltd.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented as follows:

On March 15, 2007, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., sent a letter to Harvey R. Blau, the Company's Chairman and Chief Executive Officer, outlining a number of measures that Barington believes will improve shareholder value for the benefit of all of the Company's stockholders. Mr. Mitarotonda sent the letter to Mr. Blau in light of the fact that Mr. Blau has not returned Mr. Mitarotonda's telephone calls seeking to schedule a meeting to discuss such measures in person. A copy of the letter is attached as Exhibit 99.2 hereto and incorporated herein by reference. The foregoing description of the letter is qualified in its entirety by reference to such exhibit.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of March 14, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 436,384 shares of Common Stock, representing approximately 1.46% of the shares of Common Stock presently outstanding based upon the 29,845,689 shares of Common Stock reported by the Company to be issued and outstanding as of January 31, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on February 9, 2007 (the "Issued and Outstanding Shares").

Page 14 of 21 Pages

As of March 14, 2007, Barington Investments, L.P. beneficially owns 313,204 shares of Common Stock, representing approximately 1.05% of the Issued

Edgar Filing: GRIFFON CORP - Form SC 13D/A

and Outstanding Shares. As of March 14, 2007, Benchmark Opportunitas Fund plc beneficially owns 70,238 shares of Common Stock, representing approximately 0.24% of the Issued and Outstanding Shares. As of March 14, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 744,258 shares of Common Stock, representing approximately 2.49% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 436,384 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 1.46% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 313,204 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 1.05% of the Issued and Outstanding Shares. As the investment advisor to Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC may be deemed to beneficially own the 70,238 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc, representing approximately 0.24% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 744,258 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 2.49% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 436,384 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 313,204 shares of Common Stock beneficially owned by Barington Investments, L.P., the 70,238 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 744,258 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,564,084 shares, representing approximately 5.24% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 436,384 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 313,204 shares of Common Stock beneficially owned by Barington Investments, L.P., the 70,238 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 744,258 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,564,084 shares of Common Stock, representing approximately 5.24% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 436,384 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 313,204 shares of Common Stock beneficially owned by Barington Investments, L.P., the 70,238 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 744,258 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,564,084 shares of Common Stock, representing approximately 5.24% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 436,384 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 313,204 shares of Common Stock beneficially owned by Barington Investments, L.P., the 70,238 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 744,258 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

Page 15 of 21 Pages

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only.

Edgar Filing: GRIFFON CORP - Form SC 13D/A

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a).

Each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Persons since the filing of the Statement are described in the Schedule attached hereto and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No.	Exhibit Description	Page
99.2	Letter dated March 15, 2007 from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., to Harvey R. Blau, the Chairman and Chief Executive Officer of the Company.	19 to 21

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: March 15, 2007

BARINGTON COMPANIES EQUITY PARTNERS, L.P.
By: Barington Companies Investors, LLC,
its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC
By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Edgar Filing: GRIFFON CORP - Form SC 13D/A

Title: Managing Member

BARINGTON INVESTMENTS, L.P.
By: Barington Companies Advisors, LLC,
its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BENCHMARK OPPORTUNITAS FUND PLC
By: Barington Offshore Advisors, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

Page 17 of 21 Pages

BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.
By: LNA Capital Corp.,
its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and CEO

Edgar Filing: GRIFFON CORP - Form SC 13D/A

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

 Name: James A. Mitarotonda
 Title: President and CEO

/s/ James A. Mitarotonda

 James A. Mitarotonda

Page 18 of 21 Pages

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
-----	-----	-----	-----
2/26/2007	13,941	\$23.485	\$327,404.39

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
-----	-----	-----	-----
2/26/2007	12,265	\$23.485	\$288,043.53

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
-----	-----	-----	-----
2/26/2007	23,794	\$23.485	\$558,802.09

(*) Excludes commissions and other execution-related costs.