

GRIFFON CORP  
Form 3  
May 15, 2014

**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)

|   |         |          |  |  |  |
|---|---------|----------|--|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement             | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â GAMCO INVESTORS, INC.<br>ET AL          |         |          | (Month/Day/Year)<br>05/05/2014                   | GRIFFON CORP [GFF]                                 |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| ONE CORPORATE CENTER,Â                    |         |          | (Check all applicable)                           |  |  |
| (Street)                                  |         |          | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| RYE,Â NYÂ 10580                           |         |          | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other                     | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)                                    | (State) | (Zip)    | (give title below) (specify below)               |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock                       | 5,019   | I   | By: Gabelli Securities, Inc. <sup>(1)</sup>                 |
| Common Stock                       | 6,000   | I   | By: MJG-IV Limited Partnership <sup>(1)</sup>               |
| Common Stock                       | 8,000   | I   | By: Investment Partnership <sup>(1)</sup>                   |

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

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)**

