MITAROTONDA JAMES A

Form 4

January 16, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MITAROTONDA JAMES A			2. Issuer Name and Ticker or Trading Symbol GRIFFON CORP [GFF]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable) _X_ Director 10% Owner Officer (give title below) below) Other (specify below)			
C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE 17TH FL		PITAL	(Month/Day/Year) 01/14/2009				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK NY 10019				Form filed by More than One Reporting			

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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 1,528	(Instr. 4)	
Common Stock	01/14/2009		<u>J(1)</u>	9,778	D	(2)	457,282	I	By Barington Companies Offshore Fund, Ltd. (3) (4)
Common Stock							690,990	I	By Barington Companies Equity Partners, L.P.

Person

(3)(4)

Common Stock

536,449

I

By Barington Investments, L.P. (3) (4)

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

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

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE 17TH FL NEW YORK, NY 10019

X

Signatures

/s/ James A. 01/16/2009 Mitarotonda

**Signature of Reporting Date Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) Distribution to a redeeming investor in Barington Companies Offshore Fund, Ltd. of its pro rata ownership of common stock of the Issuer.
- (2) Not applicable.
 - 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
- (3) Advisors, LLC ("Barington Advisors") and Barington Offshore Advisors II, LLC ("Barington Offshore II"). Barington Investors is the general partner of Barington Companies Equity Partners, L.P. Barington Advisors is the general partner of Barington Investments, L.P. Barington Offshore II is the investment advisor to Barington Companies Offshore Fund, Ltd.
- 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.