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Form 4									
February 01, 2 FORM	4 UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN 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							
if no longe subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	r STATEME Filed pursu Suue. Section 17(a)								
(Print or Type Re	esponses)								
GOLDMAN SACHS GROUP INC Symbol			Name and T		rading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mid	dle) 3. Date of	3. Date of Earliest Transaction (Check			c all applicable)			
200 WEST S						vive title 0% Owner Other (specify below)			
	(Street) 4. If Amend Filed(Month			Original		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting			
NEW YORK	, NY 10282					Person	Note than one K	epotting	
(City)	(State) (Zi	p) Table	e I - Non-Dei	rivative Se	ecurities Ac	quired, Disposed of	, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount	(A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/30-05:00/2013		A	3,333 (2)	A \$0		I	See footnotes $(1) (3) (4)$	

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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired				<i>.</i>		Follo
	2				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					i, und 5)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date	of	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282

GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282

GS Direct, L.L.C. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact	02/01-05:00/2013			
<u>**</u> Signature of Reporting Person	Date			
/s/ Kevin P. Treanor, Attorney-in-fact	02/01-05:00/2013			
**Signature of Reporting Person	Date			
/s/ Kevin P. Treanor, Attorney-in-fact	02/01-05:00/2013			

**Signature of Reporting Person

Date

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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GS (1) Direct, L.L.C. ("GS Direct", and together with GS Group and Goldman Sachs, the "Reporting Persons").

(2)

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On January 30, 2013, 3,333 shares of common stock, par value \$0.25 per share (the "Common Stock"), of Griffon Corporation (the "Company") were granted to Bradley J. Gross, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Company's 2011 Equity Incentive Plan (the "Plan"). The grant of 3,333 shares vests one third on each of the next three anniversaries of the grant date, which was January 30, 2013.

GS Group may be deemed to beneficially own, in the aggregate, 17,087 shares of Common Stock, consisting of 8,333 shares of Common Stock granted to Bradley J. Gross pursuant to the Plan, 5,000 shares of Common Stock granted to Gerald J. Cardinale, a former managing

(3) director of Goldman Sachs, pursuant to the Plan and 1,877 shares of Common Stock granted to each of Bradley J. Gross and Gerald J. Cardinale pursuant to the Company's Outside Director Stock Award Plan. Messrs. Cardinale and Gross each has an understanding with GS Group pursuant to which he holds such securities for the benefit of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

GS Group and Goldman Sachs may be deemed to beneficially own indirectly, in the aggregate, 10,000,000 shares of the Company's Common Stock, beneficially owned directly by GS Direct. Goldman Sachs and GS Direct are wholly-owned subsidiaries of GS Group.

(4) Goldman Sachs is the manager of GS Direct. The Reporting Persons each disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any. Goldman Sachs has net open short positions of 310,572 shares of Common Stock.

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.