Gamzon Michael Form 4 January 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

(City)

1. Title of

Security

(Instr. 3)

common

stock

1. Name and Address of Reporting Person *

Gamzon Michael

(First) (Middle)

641 LEXINGTON AVE, 29TH **FLOOR**

(State)

2. Issuer Name and Ticker or Trading

Symbol

GRIFFIN LAND & NURSERIES INC [GRIF]

3. Date of Earliest Transaction (Month/Day/Year)

01/21/2009

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if Code (Instr. 8) (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned **Following** Reported

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

(D) or Indirect (I) (Instr. 4)

Form: Direct

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President

6. Individual or Joint/Group Filing(Check

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

> 10,550 Ι **Spouse**

Shares common Ι 31,156 owned by stock children

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

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SEC 1474 (9-02)

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OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock options	\$ 33.07	01/21/2009	01/21/2009	A	7,500	01/21/2012(1)	01/20/2019	stock options	7,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gamzon Michael

641 LEXINGTON AVE
29TH FLOOR
Vice President

NEW YORK, NY 10022

Signatures

Peter Rossi p/o/a Michael
Gamzon
01/22/2009

**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).
- (1) Exercisable on the third, fourth and fifth anniversaries of the grant. Dates 01/21/20012, 01/21/2013 and 01/21/2014

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.

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