

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

SCHEDULE TO

**(Amendment No. 4)
(Rule 14d-100)**

Tender Offer Statement under Section
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

Colonial Commercial Corp.

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

Convertible Preferred Stock, Par Value \$0.05 Per Share
(Title of Class of Securities)

195621.503
(CUSIP Number of Class of Securities)

William Pagano
Colonial Commercial Corp.
275 Wagaraw Road, Hawthorne, NJ 07506
Telephone: (973) 427-3320

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$446,033	\$24.88

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$24.88
Form or Registration No.: SC TO-I

Filing Party: Colonial Commercial Corp. (Issuer and Filing Person)
Date Filed: July 9, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 4 adds an additional exhibit in accordance with Rule 13e-4(c)(1) and (c)(2) and Rule 13e-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits

Exhibit No.

[\(a\)\(13\)](#)

Description

Press Release dated August 21, 2009, filed herewith

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COLONIAL COMMERCIAL CORP.

Dated: August 21, 2009

By: /s/ William Pagano

Name: William Pagano

Title: Chief Executive Officer

**COLONIAL COMMERCIAL CORP. ANNOUNCES THAT IT HAS COMMENCED A TENDER OFFER FOR ITS
CONVERTIBLE PREFERRED STOCK AT \$1.25 PER SHARE**

HAWTHORNE, New Jersey (August 21, 2009) – Colonial Commercial Corp. (“Colonial”) (OTC Bulletin Board: “CCOM,” “CCOMP”), today announced that it has commenced a tender offer for any and all shares of its Convertible Preferred Stock at \$1.25 per share.

The offer is being made only by a tender offer statement and related documents that the Company is distributing to holders of its Convertible Preferred Stock, and that are also available, free of charge, at the SEC’s web site at www.sec.gov and on the Company’s website at www.colonialcomm.com.

The tender offer statement and related documents contain important information, including the expiration date and other terms and conditions of the tender offer. Security holders should carefully read the tender offer statement and related documents before they make any decision regarding the tender offer.

For further information, please contact William Pagano, Chief Executive Officer, or William Salek, Chief Financial Officer, at (973) 427-8224.
