

BAIRNCO CORP /DE/  
 Form 4  
 April 28, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

to Section 16. Form 4 or 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	6. Relation to Issuer (Check one)
FICHTHORN LUKE III EBERLY (Last)  (First)  (Middle)	BAIRNCO CORPORATION BZ	<input checked="" type="checkbox"/> D — 10% O <input checked="" type="checkbox"/> O —
2453 ALAQUA DRIVE (Street)	3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Year	5.

LONGWOOD

FLORIDA

32779

If Amendment, Date Other  
of Original  
(Month/Year)

(City)

(State)

(Zip)

CHAIR

7. Indi

X   
Person

—  
Reporti

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

1.	2.	2A.	3.	4.	5.
Title of Security (Instr. 3)	Trans-action Date (Month/ Day/ Year)	Deemed Execution Date, if any (Month/ Day/ Year)	Transac-tion Code (Instr. 8)  Code V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Amount (A) or Price (D)	Amount of Securities Beneficially Owned following Reportable Transaction (Instr. 3)
Common Stock Restricted Common Stock (1)	4/24/03		P	2,500 A \$5.126	
Common Stock					
Common Stock					
Total					

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

SEC 1474 (9-02)

**FORM 4 (continued)**

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

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

1.	2.	3.	3A. Deemed	4.	5.	6.	7.	8.	9.	
Title of Derivative Security  (In str. 3)	Conver- sion or Exercise Price of Deriva- tive Security	Trans- action Date  (Month/Day/ Year)	Execu- tion Date, if any (Month/Day/ Year)	Trans- action Code  (Instr. 8)	Num- ber of Deriva- tive Secur- ities Acquired (A) or Disposed of (D)	Date Expiration Date (Month/ Day/Year)	Exer- cisable and Date (Month/ Day/Year)	Title and Amount of Underlying Secur- ities (Instr. 3 and 4)	Price of Deriv- ative Security  (Instr. 5)	Nu- mer Der- iva- tive Sec- ur- ities Ben- e- fici- ally Own- ed Fol- low- ing Rep- re- sent- ative Tran- sac- tion (Instr. 5)
Purchase Option								C/S		

Code V (A) (D)

Explanation of Responses:

Note 1: Restricted stock award contingent upon 5 continuous years of employment, with cliff vesting of all shares upon the fifth anniversary of the date of the award. All shares are forfeited in the event of termination of employment prior to the five years, for other than retirement, death or disability. Recipient receives voting power and payment of dividends related to the shares during the vesting period.

/s/ Luke E. Fichthorn III 4/28/2003

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Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

\*\*Signature of Reporting Person

Date

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note:

File three copies of this Form, one of which must be manually signed.

If space provided 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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