

BAIRNCO CORP /DE/
 Form 4
 April 25, 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 a) |
|--|---|---------------------------------------|
| FICHTHORN LUKE III EBERLY (Last) | BAIRNCO CORPORATION BZ | (Check a) |
| (First) | 3. | <u>X</u> Director |
| (Middle) | IRS or Social Security Number of Reporting Person (Voluntary) | — 10% Owner |
| 2453 ALAQUA DRIVE (Street) | 4. | <u>X</u> Officer |
| | 5. | — |

| | | | | |
|----------|---------|-------|---|----------------------------|
| LONGWOOD | FLORIDA | 32779 | If Amendment, Date of Original (Month/Year) | Other (s) |
| <hr/> | | | | |
| (City) | (State) | (Zip) | | CHAIRMAN |
| | | | | 7. Individual |
| | | | | <u> X </u> Person |
| | | | | <u> </u> Reporting |

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 | Deemed Execution Date, if any | Transac-tion Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Amount of Securities Beneficially Owned following Reported Transaction (Instr. 3) |
| | (Month/Day/Year) | (Month/Day/Year) | | Code V Amount (A) or Price (D) | |
| Restricted Common Stock (1) | 04-24-03 | | A | 42,000 A \$5.10 | 1 |
| Common Stock | | | | | 1 |
| Common Stock | | | | | |
| Common Stock | | | | | |
| Total | | | | | 1 |

* 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) | Conversion or Exercise Price of Derivative Security | Transaction Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Number of Derivative Securities Acquired (A) or Disposed of (D) | Date Expiration Date (Month/Day/Year) | Exercisable and Date (Month/Day/Year) | Title and Amount of Underlying Securities (Instr. 3 and 4) | Price of Derivative Security (Instr. 5) | Number of Derivative Securities Beneficially Owned Following Reporting Transaction (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 4/24/2003

**

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.

Page 2