

BAIRNCO CORP /DE/
Form SC 14D9
June 16, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
(RULE 14D-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(D)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934

BAIRNCO CORPORATION
(Name of Subject Company)

BAIRNCO CORPORATION
(Name of person filing statement)

Common Stock, par value \$0.01 per share
(Title of class of securities)

057097107
(CUSIP Number of class of securities)

Luke E. Fichthorn, III
Chairman & Chief Executive Officer
Bairnco Corporation
300 Primera Boulevard
Lake Mary, Florida 32746
(407) 875-2222

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

with copies to:

Andrew L. Bab, Esq.
John H. Hall, Esq.
Debevoise & Plimpton LLP

**919 Third Avenue
New York, NY 10022
(212) 909-6000**

x

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

2222366v1