

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

LONGWOOD

FLORIDA

32779

If Amendment, Date Other (Month/Year)

(City)

(State)

(Zip)

CHAIR

7. Indi

X  
Person

Report

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

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

[illegible]

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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