

FICHTHORN LUKE E III

Form 4/A

January 31, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FICHTHORN LUKE E III2. Issuer Name **and** Ticker or Trading  
Symbol  
BAIRNCO CORP /DE/ [BZ]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

PO BOX 4667

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2006☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/26/20066. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

JACKSONVILLE, FL 32201

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(3)</sup>	01/23/2006		X		83,333	A	\$ 5.94	269,164	D	
Restricted Common Stock <sup>(1)</sup>								42,000	D	
Common Stock								2,000	I	Wife
Common Stock								1,500	I	Trust

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Purchase Option <sup>(2)</sup>	\$ 5.94	01/23/2006		X		83,333		01/26/1996	01/26/2006	Common Stock	83,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FICHTHORN LUKE E III PO BOX 4667 JACKSONVILLE, FL 32201	X		CEO	

## Signatures

Luke E.  
Fichthorn III 01/31/2006

    Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Restricted stock award contingent upon five continuous years of employment with "cliff" vesting of all shares upon 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.
- (1) 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.
  - (2) Options exercised due to January 26, 2006 expiration date of options.
  - (3) Form 4/A filed to amend original Form 4 to reflect 83,333 shares of common stock obtained from transaction upon exercise of options. Original form reflected only exercise of options, not acquisition of common stock shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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