

BAIRNCO CORP /DE/
Form 4
March 07, 2007

FORM 4

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

OMB APPROVAL

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Check this box 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 III

(Last) (First) (Middle)

PO BOX 4667

(Street)

JACKSONVILLE, FL 32201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BAIRNCO CORP /DE/ [BZ]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Price (D) | | |
| Common Stock <u>(1)</u> | 03/05/2007 | | X | | 83,334 <u>(1)</u> \$ 5.94 | A | 352,498 D |
| Common Stock <u>(2)</u> | 03/05/2007 | | X | | 50,000 <u>(2)</u> \$ 5.05 | A | 402,498 D |
| Restricted Common Stock <u>(3)</u> | | | | | | | 42,000 D |
| Common Stock | | | | | | | 2,000 I Wife |
| Common Stock | | | | | | | 1,500 I Trust |

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------|---|--------|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | | |
| Purchase Option | \$ 5.94 | 03/05/2007 | | X | | 83,334 | 05/31/2000 | 05/31/2010 | Common Stock | 83,334 |
| Purchase Option | \$ 5.05 | 03/05/2007 | | X | | 50,000 | 02/03/2007 | 02/03/2017 | Common Stock | 50,000 |

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 03/07/2007

**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).

- (1) Acquisition of 83,334 shares of common stock upon exercise of stock options.
- (2) Acquisition of 50,000 shares of common stock upon exercise of stock options.

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.

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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