

FICHTHORN LUKE E III
 Form 4/A
 January 31, 2006

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

2. 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)
 JACKSONVILLE, FL 32201

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/26/2006

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

(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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock ⁽³⁾ | 01/23/2006 | | X | V | 83,333 | A | \$ 5.94 | 269,164 | D | |
| Restricted Common Stock ⁽¹⁾ | | | | | | | | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Purchase Option ⁽²⁾ | \$ 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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