

VIRCO MFG CORPORATION

Form 4/A

November 13, 2006

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

OMB APPROVAL

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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 *
VIRTUE DOUGLAS A

(Last) (First) (Middle)

**C/O VIRCO MFG.
CORPORATION, 2027 HARPERS
WAY**

(Street)

TORRANCE, CA 90501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**VIRCO MFG CORPORATION
[VIR]**

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/10/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President

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)
Common Stock \$0.01 par value	06/26/2006		A ⁽¹⁾	8,576 A	\$ 5.02	562,618 D	

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

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(9-02)

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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)	8. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	(2)	06/26/2006 ⁽¹⁾		A ⁽²⁾	1	(2)	06/26/2011	Common Stock	2,144

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VIRTUE DOUGLAS A C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501	X Executive Vice President

Signatures

/s/Douglas A. Virtue 06/26/2006

**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).

The Stock Purchase Agreement dated June 26, 2006 was amended August 29, 2006 to modify certain terms relating to the number of shares purchased and the purchase price thereof. The transaction closed, and the shares were issued in accordance with these revised terms November 10, 2006

(1) Security is one warrant to purchase 2144 shares of Virco stock. Exercise price 06/26/2006 to 06/25/2009 is \$6.02. Exercise price 06/26/2009 to 06/25/2011 is \$6.53. Warrant expires 06/26/2011

Note: File three copies of this Form, one of which must be manually signed. If space 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.