

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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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 *
VIRTUE ROBERT 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)
President & CEO & Chairman

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 (D)	Price
Common Stock \$0.01 par value	06/26/2006		A ⁽¹⁾		5,000	A	\$ 5.02
					333,752	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 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)	(1)	A	1	(2)	06/26/2011	Common Stock	1,250	(2)

Reporting Owners

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

Signatures

/s/Robert 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
(1) shares purchased and the purchase price thereof. The transaction closed, and the shares were issued in accordance with these revised terms November 10, 2006

(2) Security is one warrant to purchase 1250 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.

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