VIRCO MFG CORPORATION
Form 4
December 06, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAKUUCHI JAMES

(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 [VIRC]

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CHIEF MARKETING OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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, par value $.01 per share	12/03/2013		A		4,000 (1)	A	$ 2.04	4,000	D	
Common Stock, par value $.01 per share	12/03/2013		A		6,000 (2)	A	$ 2.04	10,000	D	
Common Stock, par	12/03/2013		A		6,000 (3)	A	$ 2.04	16,000	D	

value $.01 per share								
Common Stock, par value $.01 per share	12/03/2013		A	6,000 (4)	A	$ 2.04	22,000	D
Common Stock, par value $.01 per share	12/03/2013		A	6,000 (5)	A	$ 2.04	28,000	D

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

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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. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAKUUCHI JAMES C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501			CHIEF MARKETING OFFICER	

Signatures

/s/James Makuuchi	12/06/2013

**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) Represents a grant of restricted stock vesting on June 16, 2014 of 4,000 shares.

(2) Represents a grant of restricted stock vesting on June 19, 2014 of 6,000 shares.

(3) Represents a grant of restricted stock vesting on June 19, 2015 of 6,000 shares.

(4) Represents a grant of restricted stock vesting on June 19, 2016 of 6,000 shares.

(5) Represents a grant of restricted stock vesting on June 19, 2017 of 6,000 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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