SMITH D RANDAL

Form 4 June 18, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock \$.01

par value

06/16/2009

(Print or Type Responses)

SMITH D RANDAL			Symbol		Ticker or Trading  ORPORATION	S. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	, ,	Middle)	(Month/D	•	ansaction	Director _X_ Officer (give below)		Owner er (specify	
C/O VIRCO	) MFG.		06/16/20	009		Vice President Marketing			
CORPORA	TION, 2027 HAI	RPERS						0	
WAY									
	(Street)		4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
ΓORRANC	CE, CA 90501		Filed(Mon	ith/Day/Year	)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature	
Security	(Month/Day/Year)	Execution	n Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficia	
		(Month/I	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownersh	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(A)	Transaction(s)			

Code V

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

D

49,477

or

(D)

D

Price

0.01

Amount

20,000

(1)

of

#### Edgar Filing: SMITH D RANDAL - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es (	Instr. 5)	Bene
	Derivative	e			Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				Code V	(A) (D)				nares		
				Code v	(A) $(D)$			31.	iaics		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH D RANDAL C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501

Vice President Marketing

## **Signatures**

/s/D. Randal 06/17/2009 Smith

\*\*Signature of Date
Reporting Person

## **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) This restricted stock unit vests 20% annually beginning June 16, 2010.

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.

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