

VIRCO MFG CORPORATION

Form 4

December 06, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
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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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				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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