VIRCO MFG CORPORATION

Form 4

June 25, 2015

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## 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 | |
| --- | --- |
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> Yau Bassey | 2. Issuer Name **and** Ticker or Trading Symbol <br> **VIRCO MFG CORPORATION** [VIRC] | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
| --- | --- | --- |
| (Last)        (First)        (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 06/24/2015 | _____ Director          _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below)                               below) <br> Assistant Secretary / Treasure |
| C/O VIRCO MFG. CORPORATION, 2027 HARPERS WAY | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| TORRANCE, CA 90501 | | |
| (City)        (State)        (Zip) | | |

### 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 $.01 par value | 06/24/2015 | | F | | 2,472 (1) | D | $ 2.83 | 63,624 | D | |
| Common stock $.01 par value | 06/24/2015 | | J | | 845 (2) | D | $ 2.83 | 62,779 | D | |

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

SEC 1474 (9-02)

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**displays a currently valid OMB control number.**

**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 |
| Yau Bassey C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501 | | | Assistant Secretary / Treasure | | |

# Signatures

| /s/Bassey Yau | 06/25/2015 |
|---|---|
| **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 reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 24, 2015, of 6,000 shares of restricted stock held by the Reporting Person.

**(2)**     Refund for excess 401K contribution.

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.