

GRUBER EVAN M  
Form 4  
January 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GRUBER EVAN M

2. Issuer Name and Ticker or Trading Symbol  
VIRCO MFG CORPORATION  
[VIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2830 BARRETT AVENUE

01/13/2006

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PERRIS, CA 92571

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	01/13/2006		A		8,200	A	0.01
					10,700	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)**

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Employee Stock	\$ 7.2	01/13/2006		D <sup>(2)</sup>	2,000	<sup>(3)</sup> 06/07/2015	Common Stock	2,000
Non-Employee Stock Option (right to buy)	\$ 6.89	01/13/2006		D <sup>(4)</sup>	2,000	<sup>(5)</sup> 06/07/2014	Common Stock	2,000
Non-Employee Stock Option (right to buy)	\$ 8.4	01/13/2006		D <sup>(6)</sup>	2,000	<sup>(7)</sup> 06/10/2013	Common Stock	2,000
Non-Employee Stock Option (right to buy)	\$ 13.591	01/13/2006		D <sup>(8)</sup>	2,200	<sup>(9)</sup> 06/18/2012	Common Stock	2,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRUBER EVAN M 2830 BARRETT AVENUE PERRIS, CA 92571		X		

## Signatures

/s/Even M. Gruber 01/18/2006

\*\*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).

(1) On January 13, 2006, the Compensation Committee of the Board of Directors of the Issuer approved the grant of the common stock to the Reporting Person disclosed on Table I, in the form of restricted stock units, and the cancellation of the outstanding stock options held by the Reporting Person disclosed on Table II. The cancellation of these option and the grant of these restricted stock units are exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

(2) The option was originally granted on June 7, 2005.

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- (3) This option vests 20% annually beginning June 07, 2006.
- (4) The option was originally granted on June 08, 2004.
- (5) This option vests 20% annually beginning June 08, 2005.
- (6) The option was originally granted on June 10, 2003.
- (7) This option vests 20% annually beginning June 10, 2004.
- (8) This option was originally granted on June 18, 2002.
- (9) This option vests 20% annually beginning June 18, 2003.

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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