#### VIRCO MFG CORPORATION

Form 4 July 25, 2005

# FORM 4

### **OMB APPROVAL**

3235-0287

January 31,

OMB

Number:

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average burden hours per response... 0.5

10% Owner

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SWAFFORD LORI L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VIRCO MFG CORPORATION

(Check all applicable)

Vice President Legal Affairs

[VIR]

06/30/2005

(Middle)

(Zip)

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

Other (specify X\_ Officer (give title below)

C/O VIRCO MFG. CORPORATION, 2027 HARPERS

(Street)

(State)

WAY

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Director

TORRANCE, CA 90501

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Common stock \$.01

par value

(City)

06/30/2005

 $\mathbf{F}^{(1)}$ 976

Code V

20,035.1444 D (2) 6.8

 $D^{(2)}$ 

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SWAFFORD LORI L C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501

Vice President Legal Affairs

### **Signatures**

/s/Lori L. 07/25/2005 Swafford

\*\*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).
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 30, 2005, of (1) 3,000 shares of restricted stock held by the Reporting Person. The Reporting Person received unrestricted shares equal to the number of restricted shares originally issued less the reduction described above on July 22, 2005.
- (2) This includes both direct and indirect: 18,113 direct; 1,922.1444 per 401k statement dated 6/30/05.

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.

Reporting Owners 2