WONDER LARRY O

Form 4 June 18, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **WONDER LARRY O** Issuer Symbol VIRCO MFG CORPORATION (Check all applicable) [VIRC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O VIRCO MFG. 06/16/2010 Vice President Sales CORPORATION, 2027 HARPERS WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

TORRANCE, CA 90501

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	*		d of	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 \$.01 par value	06/16/2010		Code V	Amount 1,475 (1)	(D)	Price \$ 3.05	53,675	D	
Common stock \$.01 par value	06/17/2010		S	2,000	D	\$ 3.17	51,675	D	
Common stock \$.01 par value	06/18/2010		F	997 (2)	D	\$ 3.48	50,678	D	

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(e.g., puts, calls, warrants, options, convertible securities)

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

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
		Derivative			Securities			(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title	or		
										Number		
					G 1 17	(A) (B)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

WONDER LARRY O C/O VIRCO MFG. CORPORATION 2027 HARPERS WAY TORRANCE, CA 90501

Vice President Sales

Signatures

06/18/2010 Wonder

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 16, 2010, of 4,000 shares of restricted stock held by the Reporting Person.
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on June 19, 2010, of 3,000 shares of restricted stock held by the Reporting Person.

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

9. Ni

Deriv Secu

Bene Own Follo Repo Trans (Insti

SEC 1474

(9-02)

/s/Larry O.

**Signature of

Date