

TRIO TECH INTERNATIONAL
Form 4/A
November 06, 2006

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

OMB APPROVAL

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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 *
ZEFF DANIEL

2. Issuer Name and Ticker or Trading Symbol
TRIO TECH INTERNATIONAL
[TRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
50 CALIFORNIA STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2006

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

(Street)
SAN FRANCISCO, CA 94111

4. If Amendment, Date Original Filed(Month/Day/Year)
10/30/2006

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

(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 or Price | | |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | | 419 ⁽²⁾ D \$ 12.5 | 144,103 | I See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | | 279 ⁽²⁾ D \$ 12.51 | 143,824 | I See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | | 314 ⁽²⁾ D \$ 12.78 | 143,510 | I See footnote ⁽²⁾ |
| Common | 10/27/2006 | | S | | 35 ⁽²⁾ D \$ | 143,475 | I See |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|----------------------|-------|----------|---------|---|-----------------------------|
| Stock ⁽¹⁾ | | | | | 12.79 | | | | footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 244 ⁽²⁾ | D | \$ 12.9 | 143,231 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 1,263 ⁽²⁾ | D | \$ 13 | 141,968 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 133 ⁽²⁾ | D | \$ 13.01 | 141,835 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 35 ⁽²⁾ | D | \$ 13.06 | 141,800 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 278 ⁽²⁾ | D | \$ 13.16 | 141,522 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 781 ⁽³⁾ | D | \$ 12.5 | 166,672 | I | See footnote ⁽³⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 521 ⁽³⁾ | D | \$ 12.51 | 166,151 | I | See footnote ⁽³⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 586 ⁽³⁾ | D | \$ 12.78 | 165,565 | I | See footnote ⁽³⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 65 ⁽³⁾ | D | \$ 12.79 | 165,500 | I | See footnote ⁽³⁾ |
| Common Stock ⁽¹⁾ | 10/27/2006 | | S | 456 ⁽³⁾ | D | \$ 12.9 | 165,044 | I | See footnote ⁽³⁾ |

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.

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(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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).

This Amended Form 4 amends and supplements that Form 4 originally filed with the Securities and Exchange Commission on 10/30/2006 by Daniel Zeff, an individual ("Zeff"), Spectrum Galaxy Fund Ltd., a company incorporated in the British Virgin Islands ("Spectrum"), Zeff Capital Partners, I, L.P. , a Delaware limited partnership ("Capital"), and Zeff Holding Company, LLC, a Delaware

- (1) limited liability company ("Holding") (collectively, the "Reporting Persons") related to the common stock (the "Common Stock") of Trio Tech International (the "Company"). This Amendment corrects an inadvertent error that identified the Transaction Code in column 3 for each reported transaction as "P" rather than as "S" and provides a clarifying footnote regarding the Reporting Persons' beneficial ownership of the Common Stock.

This transaction was effected through Spectrum. Zeff provides discretionary investment management services to Zeff Capital Offshore Fund, a class of shares of Spectrum. The entire amount of the Issuer's securities held by Spectrum is reported herein. Zeff disclaims, for purposes of Section 16, beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein. This report

- (2) shall not be deemed an admission that Zeff is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Each of Holding and Capital disclaims beneficial ownership of all securities held by Spectrum. As of the end of the Transaction Date reported herein, Zeff also indirectly beneficially owns 161,853 shares of TRT common stock through Capital. Zeff is the sole manager and member of Zeff Holding Company, LLC, which serves as the general partner for Capital.

This transaction was effected through Capital. Zeff is the sole manager and member of Holding, which serves as the general partner for Capital. The entire amount of the Issuer's securities held by Capital is reported herein. Each of Zeff and Holding disclaims, for purposes of Section 16, beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein. This report shall

- (3) not be deemed an admission that any of Zeff or Holding is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Spectrum disclaims beneficial ownership of all Shares held through Capital. As of the end of the Transaction Date reported herein, Zeff also indirectly beneficially owns 141,522 shares of TRT common stock through Spectrum. Zeff provides discretionary investment management services to Zeff Capital Offshore Fund, a class of shares of Spectrum.

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.