

TRIO TECH INTERNATIONAL

Form 4/A

October 17, 2006

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOROWITZ RICHARD M**

(Last) (First) (Middle)

**9301 WILSHIRE BOULEVARD  
#615**

(Street)

**BEVERLY HILLS, CA 90210**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/06/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/10/2006**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| TRT<br>Common<br>Stock                | 01/06/2006                              |                                                             | M                                       |                                                                     | 5,000                                                                                                              | A                                                                    | \$<br>2.72                              |
| TRT<br>Common<br>Stock                | 01/06/2006                              |                                                             | M                                       |                                                                     | 5,000                                                                                                              | A                                                                    | \$<br>2.25                              |
| TRT<br>Common<br>Stock                | 01/06/2006                              |                                                             | M                                       |                                                                     | 5,000                                                                                                              | A                                                                    | \$<br>2.66                              |
| TRT                                   | 01/06/2006                              |                                                             | M                                       |                                                                     | 5,000                                                                                                              | A                                                                    | \$ 4.4                                  |

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Common  
Stock

|                        |            |   |   |        |   |            |                         |              |          |
|------------------------|------------|---|---|--------|---|------------|-------------------------|--------------|----------|
| TRT<br>Common<br>Stock | 01/06/2006 | M |   | 5,000  | A | \$<br>3.75 | 25,000                  | D            |          |
| TRT<br>Common<br>Stock | 01/06/2006 | G | V | 25,000 | D | \$ 0       | 0 <u>(1)</u> <u>(2)</u> | D            |          |
| TRT<br>Common<br>Stock | 01/06/2006 | G | V | 25,000 | A | \$ 0       | 232,101                 | I            | By Trust |
| TRT<br>Common<br>Stock |            |   |   |        |   |            | 4,600                   | I <u>(3)</u> | By IRA   |

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. D<br>S<br>(I                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 2.72                                                            | 01/06/2006                              |                                                             | M                                    | 5,000                                                                                                           | 10/16/2001                                                     | 10/16/2006         | TRT<br>Common<br>Stock                                              | 5,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 2.25                                                            | 01/06/2006                              |                                                             | M                                    | 5,000                                                                                                           | 07/16/2002                                                     | 07/16/2007         | TRT<br>Common<br>Stock                                              | 5,000                                  |
| Stock<br>Option<br>(Right to                        | \$ 2.66                                                            | 01/06/2006                              |                                                             | M                                    | 5,000                                                                                                           | 07/14/2003                                                     | 07/14/2008         | TRT<br>Common<br>Stock                                              | 5,000                                  |

Buy)

|                                      |         |            |   |       |            |            |                        |       |
|--------------------------------------|---------|------------|---|-------|------------|------------|------------------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 4.4  | 01/06/2006 | M | 5,000 | 07/01/2004 | 07/01/2009 | TRT<br>Common<br>Stock | 5,000 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 3.75 | 01/06/2006 | M | 5,000 | 07/07/2005 | 07/07/2010 | TRT<br>Common<br>Stock | 5,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| HOROWITZ RICHARD M<br>9301 WILSHIRE BOULEVARD #615<br>BEVERLY HILLS, CA 90210 |               | X         |         |       |

## Signatures

Richard  
Horowitz

10/17/2006

\_\_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).

- The Form 4 filed on January 10, 2006 is being amended for the following reasons: (a) the original Form 4 inadvertently failed to reflect that, while the shares acquired upon exercise of the Rule 16b-3 options (which transactions were timely reported) were directly acquired by the reporting person, the reporting person immediately transferred those shares by gift to his living trust, which trust may be revoked as to such shares only with the consent of both the reporting person and his spouse; and (b) the original Form 4 inadvertently indicated that 240,701 shares were beneficially owned following the reported transactions directly by the reporting person when in fact (I) 4,600 shares should have been shown as held indirectly through an individual retirement account of the spouse of the reporting person, (II) 232,101 shares should have been reported as held by the above-described trust and (III) the remaining 4,000 shares were mistakenly taken into account when (footnote 1 of 2)
- (1) (footnote 2 of 2) such shares had previously been sold (the sale of which had been previously timely reported). Thus, following the transactions, the Form 4 should have reported that 232,101 shares were held indirectly by the reporting person through his living trust and 4,600 shares were held indirectly by the reporting person in an IRA for his spouse.
- (2) The reporting person discloses beneficial ownership of the shares held by his spouse's IRA.
- (3)

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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