

Veri-Tek International, Corp.

Form 4

April 06, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FEINBERG JEFF

(Last) (First) (Middle)

**C/O JLF ASSET MANAGEMENT,
LLC, 2775 VIA DE LA VALLE,
SUITE 204**

(Street)

DEL MAR, CA 92014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Veri-Tek International, Corp. [VCC]

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

03/30/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/30/2007		P		436,529	A	\$ 6.27	1,118,329	D ⁽¹⁾
Common Stock	03/30/2007		P		0	A	\$ 0	1,118,329	I ⁽²⁾
Common Stock	04/02/2007		P		146,845	A	\$ 6.27	1,265,174	D ⁽¹⁾
Common Stock	04/02/2007		P		0	A	\$ 0	1,265,174	I ⁽²⁾
Common Stock	03/30/2007		P		245,972	A	\$ 6.27	861,380	D ⁽³⁾

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Common Stock	03/30/2007	P	0	A	\$ 0	861,380	I	Footnote (4)
Common Stock	04/02/2007	P	118,568	A	\$ 6.27	979,948	D (3)	
Common Stock	04/02/2007	P	0	A	\$ 0	979,948	I	Footnote (4)
Common Stock	03/30/2007	P	25,166	A	\$ 6.27	64,766	I	Footnote (5)
Common Stock	04/02/2007	P	8,629	A	\$ 6.27	73,395	I	Footnote (5)

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

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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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FEINBERG JEFF C/O JLF ASSET MANAGEMENT, LLC 2775 VIA DE LA VALLE, SUITE 204 DEL MAR, CA 92014	X
JLF OFFSHORE FUND LTD PO BOX 896, HARBOUR CENTRE 2ND FL, NORTH CHURCH ST	X

GRAND CAYMAN, BRITISH W INDIES, E9 00000

JLF PARTNERS I, L.P.
2775 VIA DE LA VALLE
SUITE 204
DEL MAR, CA 92014

X

Signatures

JLF Offshore Fund, Ltd. (+), By: Jeffrey L. Feinberg, as managing member of JLF Asset Management, L.L.C., its investment manager

04/06/2007

__Signature of Reporting Person

Date

JLF Partners I, L.P. (+), By: /s/ Jeffrey L. Feinberg, as managing member of JLF Asset Management, L.L.C., its investment manager

04/06/2007

__Signature of Reporting Person

Date

/s/ Jeffrey L. Feinberg (+)

04/06/2007

__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) These securities are owned by JLF Offshore Fund, Ltd. (the "Fund"), which is a Reporting Person.
- (2) These securities are held in the account of the Fund. Jeffrey Feinberg has investment discretion over these securities by virtue of Feinberg's position in the investment manager of the Fund.
- (3) These securities are owned by JLF Partners I, L.P. (the "Partnership"), which is a Reporting Person.
- (4) These securities are held in the account of the Partnership. Jeffrey Feinberg has investment discretion over these securities by virtue of Jeffrey Feinberg's position in the investment manager of the Partnership.
- (5) These securities are held in the account of a private investment vehicle over which Jeffrey Feinberg has investment discretion by virtue of his position in the investment manager of said entity.

Remarks:

(+) The Reporting Persons hereby disclaim beneficial ownership over the securities reported on this Form 4 except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.