

Wagonhurst Jeffrey A
 Form 5
 August 08, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Wagonhurst Jeffrey A

2. Issuer Name and Ticker or Trading Symbol
VERSAR INC [VSR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
6850 VERSAR CENTER
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/01/2011

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

6. Individual or Joint/Group Reporting (check applicable line)

SPRINGFIELD, VA 22151

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/06/2006	Â	A4	(A) Amount 2,000 (1) or (D) Price \$ 0	29,113 (2) (3)	D	Â
Common Stock	09/05/2007	Â	A4	(A) Amount 10,000 (4) or (D) Price \$ 0	29,113 (2) (3)	D	Â
Common Stock	03/03/2008	Â	F4(5)	(A) Amount 2,513 (4) or (D) Price \$ 5.84	29,113 (2) (3)	D	Â
Common Stock	01/29/2009	Â	F4(5)	(A) Amount 3,077 (4) or (D) Price \$ 3.65	29,113 (2) (3)	D	Â

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- (4) Granted 10,000 shares of restricted stock, 50% of which vested on January 15, 2008 and the other 50% vested on January 15, 2009.
- (5) The reporting person surrendered shares to pay withholding tax upon the vesting of restricted shares.

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