Edgar Filing: Downes Cynthia - Form 4

Form 4										
May 04, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1933 Section 17(a) of the Public Utility Holding Company Act of 1935 or Security 30(h) of the Investment Company Act of 1940 1(b).							COMMISSION	NOMB Number:	2235-0287	
							ge Act of 1934, of 1935 or Sectio	January 31 200 Estimated average burden hours per response 0.		
(Print or Type R	Responses)									
Downes Cynthia S			2. Issuer Name and Ticker or Trading Symbol VERSAR INC [VSR]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3			3. Date of Earliest Transaction (Month/Day/Year) 05/03/2012				(Check all applicable) Director 10% Owner Officer (give title Other (specify below) Executive Vice President & CFO			
			f Amendment, Date Original cd(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
SPRINGFIE	ELD, VA 22151						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Yea	Code r) (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D 4 and (A) or))	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	05/03/2012		F	1,015	(D) D	\$ 2.4	11,985	D		

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

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				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				
Downes Cynthia 6850 VERSAR CENTER SPRINGFIELD, VA 22151			Executive Vice President & CFO					
Signatures								
/s/James C. Dobbs for Cynthia Downes		05/04/2	05/04/2012					
**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) The reporting person surrendered shares to pay witholding tax upon the vesting of restricted shares.

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.