## Edgar Filing: METRY AMIR A - Form 4

METRY AM	IR A									
Form 4 February 10, 1	2006									
								OMB AI	PROVAL	
FORM	<b>4</b> UNITED S		CURITIES A Washington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	SECUR	GES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934,				Expires:January 31Estimated averageburden hours perresponse0.5				
obligation may contin <i>See</i> Instru- 1(b).	s Section 17(a	) of the Publi		ling Com	ipany	Act of	f 1935 or Sectio	n		
(Print or Type R	esponses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol VERSAR INC [VSR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 433 GREEN HILL LANE			3. Date of Earliest Transaction (Month/Day/Year) 02/09/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			Amendment, Da (Month/Day/Year)	-			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
BERWYN, H	PA 19312						Form filed by M Person	Nore than One Re	porting	
(City)	(State) (	Zip)	Fable I - Non-D	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y	Code ear) (Instr. 8)	on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)		
Common Stock	02/09/2006		A <u>(1)</u>	Amount 1,000	(D) A	Price \$ 3.35	1,000	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	2. Conversion	3. Transaction Date		4. Transcor	5.	han	6. Date Exerc		7. Titl		8. Price of	9. Nu Darii
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transac Code (Instr. 8)	of Deri Secu Acqu (A) o Disp of (I (Inst	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Secur (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	ŕ	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
METRY AMIR A 433 GREEN HILL LANE BERWYN, PA 19312	Х							
Signatures								
By: James C. Dobbs/POA	02/10/20	06						
<u>**</u> 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)  $\frac{2002 \text{ Stock Incentive Plan/Restricted Share Award Agreement. Award date 11-16-2005, issued date 02-09-2006. Mature date 11-16-2006 at <math>\$3.35$ .

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.