

Staab Lee A  
Form 3  
February 03, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Staab Lee A                             |         | (Month/Day/Year)                     | VERSAR INC [VSR]                                   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|   |         |                                      |  |  |
| 6850 VERSAR CENTER                        |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | ___ Director                                       | ___ 10% Owner  |
|   |         |                                      | <u>X</u> Officer                                   | ___ Other  |
| SPRINGFIELD,Â VAÂ 22151                   |         |                                      | (give title below)                                 | (specify below)  |
| (City)                                    | (State) | (Zip)                                | Senior Vice President                              |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   |         |                                      |  | <u>X</u> Form filed by One Reporting Person                |
|   |         |                                      |  | ___ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 6,000 <sup>(1)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Staab Lee A<br>6850 VERSAR CENTER<br>SPRINGFIELD, VA 22151 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

James C. Dobbs/POA for Lee A. Staab 02/02/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Reflects the sum of two grants of restricted stock. 1.) 4,000 shares awarded on September 3, 2008 which vests in two equal installments (1) on Sept. 3, 2009 and September 3, 2010; and 2.) 2,000 shares awarded on September 15, 2009 which vests on April 1, 2010 and April 1, 2011.

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.