

Wagonhurst Jeffrey A  
 Form 5  
 August 08, 2011

**FORM 5**

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

OMB APPROVAL

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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)	2,513 D \$ 5.84	29,113 (2) (3)	D	Â
Common Stock	01/29/2009	Â	F4(5)	3,077 D \$ 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.