PROCIV THEODORE M

Form 4

October 04, 2010

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

1(b).

(Last)

(City)

Stock

may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * PROCIV THEODORE M

(First)

(Middle)

(Zip)

6850 VERSAR CENTER

(Street)

(State)

4. If Amendment, Date Original

VERSAR INC [VSR]

(Month/Day/Year)

09/30/2010

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SPRINGFIELD, VA 22151

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	4
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	
(Instr. 3)		any	Code	(D)	J
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	(
					I
				7.15	1
				(A)	

Symbol

Code V Amount Common 09/30/2010 S 3,508

Stock Common Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or

or

(D)

D

Owned Following

Reported Transaction(s) (Instr. 3 and 4) Price

3.05

Ι

Indirect (I)

(Instr. 4)

By spouse

SEC 1474

(9-02)

Beneficial

Ownership

(Instr. 4)

70,169 D

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

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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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
PROCIV THEODORE M	***						
6850 VERSAR CENTER	X						
SPRINGFIELD, VA 22151							

Signatures

/s/James C. Dobbs/POA for Theodore M.
Prociv

**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).

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.

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