Edgar Filing: VERSAR INC - Form 4

| VERSAR IN | C | | | | | | | | | | | |
|---|--|-------------|--|---|----------------------------|--------------------|--|--------------------------------|---|---|-------------|--|
| Form 4 | | | | | | | | | | | | |
| September 17 | 7, 2013 | | | | | | | | | | | |
| FORM | 14 | | | | | | | | | | PPROVAL | |
| | UNITE | D STATES | | | | ND EX(D.C. 205 | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check thi | | | | U U | | | | | | Expires: | January 31, | |
| if no long subject to | STATI | EMENT O | F CHAN | GES IN | IN BENEFICIAL OWNERSHIP OF | | | Estimated average | | | | |
| Section 1 | | | | | | | | burden hours per | | | | |
| Form 4 or Form 5 | | | ~ | | | ~ | | | | response 0.5 | | |
| obligation may conti <i>See</i> Instru 1(b). | inue. Section 1 | 7(a) of the | | ility Ho | ldi | ng Com | ipany | Acto | ge Act of 1934, f 1935 or Sectio 40 | n | | |
| (Print or Type R | Responses) | | | | | | | | | | | |
| Staab Lee A S | | | Symbol | VERSAR INC [VSR] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. Date of (Month/D) | | Frai | nsaction | | | Director | 100 | o Owner | |
| 6850 VERS. | (Month/Day/Year) 09/17/2013 | | | | | | Officer (give title Other (specify below) below) Senior Vice President | | | | | |
| | | | | lf Amendment, Date Original ed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SPRINGFIE | ELD, VA 2215 | 1 | | | | | | | Form filed by M Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non | De | rivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | Security (Month/Day/Year) Execution Date, if | | 3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)(A) | | | |)) | SecuritiesHBeneficially(OwnedH | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code | v | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 09/17/2013 | | | A | · | 2,315 (1) | (D) A | \$ 0 | 18,492 | 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) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Staab Lee A 6850 VERSAR CENTER SPRINGFIELD, VA 22151 | | | Senior Vice Presiden | t | | | | |
| Signatures | | | | | | | | |
| /s/Joshua J. Izenberg/POA for Staab | 09/17/2013 | | | | | | | |
| **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) Reflects a grant of 2,315 restricted stock units (RSUs),each unit representing one share of common stock, which will vest in two equal annual installments beginning August 28, 2014.

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.