Otten Anthony L. Form 5 August 08, 2011

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: January 31, 2005
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1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Otten Anthony L. Symbol VERSAR INC [VSR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner _X_ Officer (give title 07/01/2011 Other (specify below) below) 6850 VERSAR CENTER Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

SPRINGFIELD, VAÂ 22151

(State)

(Zip)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

| | | Tuble 1 10th Delivative Securities required, Disposed 61, of Dehencianty Owned | | | | | | | |
|-----------------|---------------------|--|-------------|---------------------|------------------|--------------|--|--------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | Acquired | d (A) o | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | | Owned at end | Indirect (I) | Ownership |
| | | | | Amount | (A) or (D) | Price | of Issuer's Fiscal Year (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common Stock | 11/18/2008 | Â | A4 | 2,500 (1) | A | \$ 0 | 49,400 (2) | D | Â |
| Common Stock | 12/21/2010 | Â | G | 600 | D | \$0 | 49,400 (3) | D | Â |

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SEC 2270 (9-02)

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| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | Execution Date, if | 4. Transaction Code | 5. Number of | 6. Date Exerc Expiration Day/ | ate | 7. Titl | | 8. Price of Derivative Security | |
|---------------------------------|------------------------------|--------------------------------------|-------------------------|---------------------|---|----------------------------------|--------------------|---------|--|---------------------------------|--|
| (Instr. 3) | Price of Derivative Security | | any (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | è | rear) | Secur | , , | (Instr. 5) | |
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

of D

В

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------------|-------|--|--|--|
| F | Director | 10% Owner | Officer | Other | | | |
| Otten Anthony L. 6850 VERSAR CENTER SPRINGFIELD, VA 22151 | ÂX | Â | Chief Executive Officer | Â | | | |

Signatures

/s/James C. Dobbs/POA for Anthony L.
Otten 08/08/2011

**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) Granted 2,500 shares of restricted stock, which vested on November 17, 2009.
- (2) This transaction occured in a prior fiscal year and beneficial ownership information as of the date of this transaction is not readily available. The number of securities beneficially owned is based on ownership as of the date of this report on Form 5.
- (3) The number of securities beneficially owned is based on ownership as of the date of this report.

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.

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