## Edgar Filing: VERSAR INC - Form 4

VERSAR INC

Form 4	15										
October 20, 20									OMB AI	PPROVAL	
FORM	<b>4</b> UNITED S	TATES		ITIES Al hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:January 31 2005Estimated average burden hours per response0.5	
Form 5 obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(a										
(Print or Type Res	ponses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol VERSAR INC [VSR]					5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction (Month/Day/Year) 10/16/2015					(Check all applicable) <u>X</u> Officer (give title <u>10%</u> Owner <u>X</u> Officer (give title <u>below</u> ) Executive Vice President & CFO			
				mendment, Date Original ⁄Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
SPRINGFIEL	D, VA 22151							Form filed by M Person	Iore than One Re	porting	
(City)	(State) (2	Zip)	Table	e I - Non-Do	erivative	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	2. Transaction Date Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)		4 and (A)	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common 1 Stock	10/16/2015			Code V F	Amount 381 (1)	or (D) D	Price \$ 2.95	(Instr. 3 and 4) 24,035	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. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code Y	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Downes Cynthia 6850 VERSAR CENTER SPRINGFIELD, VA 22151			Executive Vice President & CFO					
Signatures								
/s/Mel Paraiso/POA for Cynthi Downes	a	10/20/2	015					
**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) 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 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.