Dreessen Ruth Form 4 December 13, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number:

January 31,

0.5

Expires:

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OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Dreessen Ruth

(First)

6850 VERSAR CENTER

(Street)

(State)

(Middle)

(Month/Day/Year) 12/10/2010

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

VERSAR INC [VSR]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

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

SPRINGFIELD, VA 22151

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

any (Month/Day/Year)

Transaction(A) or Disposed of

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

(Instr. 8)

Code (D)

(Instr. 3, 4 and 5) (A)

Code V Amount (D) Price

P 112

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 4)

D

(D) or

Indirect (I)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

Common Stock

12/13/2010

30,300

SEC 1474 (9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	5. ionNumber	6. Date Exer Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ve .		Securi	ities	(Instr. 5)	Bene
	Derivative				Securitie	S		(Instr.	3 and 4)		Owne
	Security				Acquired	l					Follo
	•				(A) or						Repo
					Disposed	l					Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date	Expiration	Title	Amount		
				Code v	(A) (D)	Exercisable	Date	Title	or		
						Exercisable	Date		Number		
									of		
									Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dreessen Ruth							
6850 VERSAR CENTER	X						
SPRINGFIELD, VA 22151							

Signatures

/s/James C. Dobbs/POA for Ruth Dreessen 12/13/2010

**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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