

MARKELS MICHAEL JR
 Form 4/A
 March 14, 2003
 SEC Form 4/A

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| <p align="center">FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> |
| <p>1. Name and Address of Reporting Person*</p> <p>Markels, Jr., Michael</p> <hr/> <p>(Last) (First) (Middle) 6850 Versar Center</p> <hr/> <p>(Street) Springfield, VA 22151</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Versar, Inc. VSR</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p align="center">December 31, 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year) 12/31/2002</p> |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
|--|--------------------------------------|--|---|--|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount A/D Price | | | |
| Common Stock | | | A | 419149.00 A | | D | |
| Common Stock | 10/21/2002 | | S | 1000.00 D \$2,000.00 | | D | |
| Common Stock | 11/06/2002 | | S | 2000.00 D \$4,000.00 | | D | |
| Common Stock | 11/11/2002 | | S | 1000.00 D \$2,100.00 | | D | |
| Common Stock | 11/18/2002 | | S | 1000.00 D \$2,050.00 | | D | |
| Common Stock | 11/25/2002 | | S | 1000.00 D \$2,030.00 | | D | |
| Common Stock | 12/02/2002 | | S | 1000.00 D \$2,060.00 | | D | |
| Common Stock | 12/12/2002 | | S | 1000.00 D \$2,000.00 | | D | |

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| | | | | | | | |
|--------------|------------|--|---|-----------------------------|-----------|---|---------------------|
| Common Stock | 12/16/2002 | | S | 1000.00 D \$2,100.00 | 410149.00 | D | |
| Common Stock | (1) | | J | 419400.00 A | 419400.00 | I | By Immediate Family |
| Common Stock | (2) | | J | 3782.00 A | 3782.00 | I | By Spouse |
| | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(over)
SEC 1474 (9-02)

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Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code and Voluntary Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
|--|--|--------------------------------------|--|--|---|--|---|---|---|---|---|
| Stock Options | \$3.31 | 11/21/1994 | | A (2) | (A) 500.00 | 11/21/1994 11/20/2004 | Common Stock - 500.00 | \$3.31 | 500.00 | D | |
| Stock Options | \$3.56 | 11/20/1995 | | A (3) | (A) 500.00 | 11/20/1995 11/19/2005 | Common Stock - 500.00 | \$3.56 | | D | |
| Stock Options | \$3.65 | 01/04/2002 | | A (4) | (A) 2,466.00 | 11/28/2001 11/27/2011 | Common Stock - 2,466.00 | \$3.65 | 2,466.00 | D | |
| Stock Options | \$3.56 | 12/13/2002 | | A | (A) 4,787.00 | 11/20/1995 11/19/2005 | Common Stock - 4,787.00 | \$1.88 | 5,287.00 | D | |
| | | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michael Markels, Jr.

** Signature of Reporting Person
Date

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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Form 4 (continued)

FOOTNOTE Descriptions for Versar, Inc. VSR

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**Michael Markels, Jr.
6850 Versar Center**

Springfield, VA 22151

Explanation of responses:

- (1) Reflects 419,400 shares of stock held by adult children of Dr. Markels. On May 24, 2002, James Markels sold 2,500 shares of common stock on the open market. A Form 4 was filed.
- (2) Reflects 3,782 shares of stock held in spouse's name.
- (3) Options granted under the Versar, Inc., 1992 Stock Option Plan and exercisable in 20% annual increments plus any unused portions for a previous year.
- (4) On January 4, 2002, the non-employee members of the Board of Directors were granted stock options from the 1996 Stock Option Plan in lieu of the usual yearly fee. The options are non-qualified options which, starting November 28, 2001, vest 1/12th per month over a one year period.