

SHAW STEVEN A  
Form 5  
December 14, 2011

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person \*  
SHAW STEVEN A

2. Issuer Name and Ticker or Trading Symbol  
VOLT INFORMATION SCIENCES, INC. [VISI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
10/30/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT/CEO

C/O VOLT INFORMATION SCIENCES, INC., 560 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

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

(City) (State) (Zip)

**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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	^	^	^	^	^	D	^
Common Stock, \$0.10 par value	^	^	^	^	131.168	I	By ESOP (1)

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Common Stock, \$0.10 par value	Â	Â	Â	Â	Â	Â	16,306,546	I	By 401(K) <u>(2)</u>
Common Stock, \$0.10 par value	Â	Â	Â	Â	Â	Â	147,250	I	As Co-Trustee <u>(3)</u>
Common Stock, \$0.10 par value	Â	Â	Â	Â	Â	Â	331,649	I	As Co-Trustee <u>(4)</u>
Common Stock, \$0.10 par value	02/05/2011	Â	G	36,516	A	\$ 0	36,516	I	As Co-Trustee <u>(5)</u>
Common Stock, \$0.10 par value	04/19/2011	Â	G	30,488	A	\$ 0	67,004	I	As Co-Trustee <u>(5)</u>
Common Stock, \$0.10 par value	04/21/2011	Â	G	113,658	A	\$ 0	180,662	I	As Co-Trustee <u>(5)</u>
Common Stock, \$0.10 par value	02/15/2011	Â	G	73,032	A	\$ 0	73,032	I	As Co-Trustee <u>(6)</u>
Common Stock, \$0.10 par value	04/19/2011	Â	G	60,977	A	\$ 0	134,009	I	As Co-Trustee <u>(6)</u>
Common Stock, \$0.10 par value	04/21/2011	Â	G	227,316	A	\$ 0	361,325	I	As Co-Trustee <u>(6)</u>

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

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SEC 2270  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D	S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)					
Employee Stock Option (Right to Buy)	\$ 14.875	Â	Â	Â	Â	Â	(7)	11/29/2009	Common Stock, \$.10 par value	9,750
Employee Stock Option (Right to Buy)	\$ 12.5417	Â	Â	Â	Â	Â	(7)	11/30/2010	Common Stock, \$.10 par value	15,000
Employee Stock Option (Right to Buy)	\$ 7.1133	Â	Â	Â	Â	Â	(7)	03/10/2013	Common Stock, \$.10 par value	6,000
Employee Stock Option (Right to Buy)	\$ 13.32	Â	Â	Â	Â	Â	(8)	12/17/2017	Common Stock, \$.10 par value	20,000
Restricted Stock Units <sup>(9)</sup>	Â	Â	Â	Â	Â	Â	(10)	12/17/2017	Common Stock, \$.10 par value	20,000
Employee Stock Option (Right to Buy)	\$ 6.39	Â	Â	Â	Â	Â	(11)	04/06/2019	Common Stock, \$.10 par value	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW STEVEN A C/O VOLT INFORMATION SCIENCES, INC.	Â X	Â X	Â PRESIDENT/CEO	Â

560 LEXINGTON AVENUE  
NEW YORK, NY 10022

## Signatures

/s/ Steven A.  
Shaw

12/14/2011

\*\*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) Held in the reporting person's Employee Stock Ownership Plan account in the Company Savings Plan as of October 31, 2011.
- (2) Held in the reporting person's Stock Fund under the reporting person's 401(k) Plan account in the Company Savings Plan as of October 31, 2011.
- (3) Held as co-trustee, with the reporting person's brother and a director of the issuer, of a trust of which the reporting person is the beneficiary.
- (4) Held as co-trustee, with the reporting person's brother and a director of the issuer, of trusts of which the reporting person's brother and or sister are beneficiaries.
- (5) Held as co-trustee, with the reporting person's brother, sister and a director of the issuer, of a trust of which the reporting person is the beneficiary.
- (6) Held as co-trustee, with the reporting person's brother, sister and a director of the issuer, of trusts of which the reporting person's brother or sister are beneficiaries.
- (7) Currently exercisable in full.  
Options may be "earned" subject to the Company's achievement of certain performance goals measured at the end of the Company's 2012 fiscal year. Such options, to the extent so "earned," will vest in four equal annual installments on the 15th day of the third month of each of the Company's 2013, 2014, 2015 and 2016 fiscal years. The end of the Company's fiscal year is the Sunday nearest October 31, 2012.
- (8) Each restricted stock unit represents the right to one share of common stock.  
Each share of common stock represented by a restricted stock unit may be "earned" subject to the Company's achievement of certain performance goals measured at the end of the Company's 2011 fiscal year. Such shares, to the extent so "earned," will vest in five equal annual installments on the 15th day of the third month of each of the Company's 2012, 2013, 2014, 2015 and 2016 fiscal years. The end of the Company's fiscal year is the Sunday nearest to October 31.
- (9) The option is exercisable in 20% annual installments, on a cumulative basis, commencing April 7, 2010, one year after the date of grant of the option.
- (10)
- (11)

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