

SHAW STEVEN A
Form 4
April 15, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2009

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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common stock, \$0.10 par value				(A) or (D)	1,023,450	D	
Common stock, \$0.10 par value				(A) or (D)	54,054	I	As Co-Trustee (1) (2)
Common stock,				(A) or (D)	54,054	I	As Co-Trustee

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\$0.10 par value						(1) (2)
Common stock, \$0.10 par value	131.168	I				By ESOP (3)
Common stock, \$0.10 par value	12,166.832	I				By 401(k) (4)
Common stock, \$0.10 par value	147,250	I				As Co-Trustee (5)
Common stock, \$0.10 par value	331,649	I				As Co-Trustee (2) (6)
Common stock, \$0.10 par value	18,859	I				As Trustee (2) (7)

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

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(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 (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 (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to	\$ 14.875					(8) 11/29/2009	Common Stock, \$0.10 par value	9,750

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The filing of this statement shall not be construed as an admission that the reporting person is, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of these securities.

- (3) Held in the reporting person's Employee Stock Ownership Plan account in the Company Savings Plan as of the date hereof.
- (4) Held in the reporting person's Stock Fund under the reporting person's 401(k) Plan account in the Company Savings Plan as of the date hereof.
- (5) Held as co-trustee of a trust of which the reporting person is a beneficiary.
- (6) Held as co-trustee of trusts for the benefit of two siblings of the reporting person.
- (7) Held as trustee of trusts for the benefit of two nephews of the reporting person.
- (8) Each option is 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 (i.e., the end of the fiscal year beginning on the Sunday nearest October 31, 2012). 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 fiscal years 2013, 2014, 2015 and 2016.

- (10) 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 (i.e., the end of the fiscal year beginning on the Sunday nearest October 31, 2011). 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 fiscal years 2012, 2013, 2014, 2015 and 2016.

- (12) The option is exercisable in 20% annual increments over a 5 year period, with the initial increment being exercisable 1 year after the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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