

VSE CORP
Form 4
May 11, 2007

FORM 4

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

OMB APPROVAL

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

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 *
WEBER CRAIG S

(Last) (First) (Middle)
2550 HUNTINGTON AVENUE
(Street)

ALEXANDRIA, VA 22303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VSE CORP [VSEC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP/Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.05 per share | 05/09/2007 | | M | | 6,000 | A | \$ 10.74 |
| Common Stock, par value \$.05 per share | 05/09/2007 | | S | | 500 | D | \$ 50 |
| Common Stock, par value \$.05 per share | 05/09/2007 | | S | | 5,500 | D | \$ 50.39 |

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| | | | | | | | | |
|---|------------|---|-------|---|------------|--------|---|-----------------------|
| Common Stock, par value \$.05 per share | 05/09/2007 | M | 4,800 | A | \$ 12.82 | 14,447 | D | |
| Common Stock, par value \$.05 per share | 05/09/2007 | S | 4,800 | D | \$ 50.39 | 9,647 | D | |
| Common Stock, par value \$.05 per share | 05/10/2007 | M | 2,200 | A | \$ 12.82 | 11,847 | D | |
| Common Stock, par value \$.05 per share | 05/10/2007 | S | 2,200 | D | \$ 50.4016 | 9,647 | D | |
| Common Stock, par value \$.05 per share | 05/10/2007 | M | 4,500 | A | \$ 25.17 | 14,147 | D | |
| Common Stock, par value \$.05 per share | 05/10/2007 | S | 4,500 | D | \$ 50.4016 | 9,647 | D | |
| Common Stock, par value \$.05 per share | | | | | | 30,132 | I | Employee benefit plan |

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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | | | | | |

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| | | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|--------------------------------------|----------|------------|---|-------|-----|---------------------|---|-------|--|
| Stock Option (right to buy) | \$ 10.74 | 05/09/2007 | M | 6,000 | (1) | 12/31/2007 | Common Stock, par value \$.05 per share | 6,000 | \$ |
| Stock Option (right to buy) | \$ 12.82 | 05/09/2007 | M | 4,800 | (2) | 12/31/2008 | Common Stock, par value \$.05 per share | 4,800 | \$ |
| Stock Option (right to buy) | \$ 12.82 | 05/10/2007 | M | 2,200 | (2) | 12/31/2008 | Common Stock, par value \$.05 per share | 2,200 | \$ |
| Stock Option (right to buy) | \$ 25.17 | 05/10/2007 | M | 4,500 | (3) | 12/31/2009 | Common Stock, par value \$.05 per share | 4,500 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEBER CRAIG S 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303 | | | Exec VP/Secretary | |

Signatures

Craig S. Weber 05/10/2007
 **Signature of Date
 Reporting Person

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 option became exercisable in four equal annual installments commencing on the grant date (01/01/2003).
- (2) The option became exercisable in four equal annual installments commencing on the grant date (01/01/2004).
- (3) The option became exercisable in four equal annual installments commencing on the grant date (01/01/2005).

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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