

VSE CORP  
Form 4  
August 07, 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 \*  
ROSS JIMMY D

(Last) (First) (Middle)

VSE CORPORATION, 2550  
HUNTINGTON AVENUE

(Street)

ALEXANDRIA, VA 22303-1499

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2007

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)

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 Ownership Beneficial (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.05 per share	08/03/2007		M	1,500 A	\$ 5.37	19,260 <sup>(1)</sup>	D
Common Stock, par value \$.05 per share	08/03/2007		M	1,500 A	\$ 6.41	20,760	D
Common Stock, par value \$.05 per share	08/03/2007		M	1,500 A	\$ 12.585	22,260	D

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Common Stock, par value \$.05 per share	08/03/2007	S	1,610	D	\$ 52.1	20,650	D
Common Stock, par value \$.05 per share	08/03/2007	S	2,890	D	\$ 51.07	17,760	D

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

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SEC 1474  
(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. F Der Sec (In		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.37	08/03/2007		M	1,500	<u>(2)</u> 12/31/2007	Common Stock, par value \$.05 per share	1,500	\$	
Stock Option (right to buy)	\$ 6.41	08/03/2007		M	1,500	<u>(3)</u> 12/31/2008	Common Stock, par value \$.05 per share	1,500	\$	
Stock Option (right to buy)	\$ 12.585	08/03/2007		M	1,500	<u>(4)</u> 12/31/2009	Common Stock, par value \$.05 per share	1,500	\$	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS JIMMY D VSE CORPORATION 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303-1499		X		

## Signatures

Jimmy D. Ross                      08/06/2007

           \*\*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) Amounts reported in Table I and Table II have been adjusted for the two-for-one stock split on June 11, 2007.
- (2) The option became exercisable in four equal annual installments commencing on the grant date (01/01/2003).
- (3) The option became exercisable in four equal annual installments commencing on the grant date (01/01/2004).
- (4) 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. 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.