

KNOWLTON JAMES M  
Form 4  
August 15, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
KNOWLTON JAMES M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/11/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President

ALEXANDRIA, VA 22303-1499

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock, par value \$.05 per share | 08/11/2005                           |  | M                              | 500 A \$ 6.62   | 16,259  | D  |                                   |
| Common Stock, par value \$.05 per share | 08/11/2005                           |  | S                              | 500 D \$ 36   | 15,759  | D  |                                   |
| Common Stock, par value \$.05 per share | 08/15/2005                           |  | M                              | 1,000 A \$ 6.62   | 16,759  | D  |                                   |

|  |            |   |       |   |   |        |   |                          |
|--|------------|---|-------|---|---|--------|---|--------------------------|
| Common<br>Stock, par<br>value \$.05<br>per share | 08/15/2005 | S | 1,000 | D | Ⓛ | 15,759 | D |                          |
| Common<br>Stock, par<br>value \$.05<br>per share |            |   |       |   |   | 13,837 | I | Employee<br>benefit plan |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.62  | 08/11/2005                              |   | M                                    | 500   | 01/01/2002 12/31/2006  | Common<br>Stock, par<br>value<br>\$.05 per<br>share                 | 500                                       |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.62  | 08/15/2005                              |   | M                                    | 1,000   | 01/01/2002 12/31/2006  | Common<br>Stock, par<br>value<br>\$.05 per<br>share                 | 1,000                                     |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| KNOWLTON JAMES M<br>2550 HUNTINGTON AVENUE |               |           | Executive<br>Vice |       |

ALEXANDRIA, VA 22303-1499

President

## Signatures

James M.  
Knowlton

08/15/2005

\_\_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) 500 shares @ \$36.20 300 shares @ \$36.30 200 shares @ \$36.33

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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