VSE CORP Form 4 January 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per

Estimated average response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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(b).

per share

may continue.

See Instruction

	Address of Reporting P CLIFFORD M	Symbol	2. Issuer Name and Ticker or Trading Symbol VSE CORP [VSEC]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)			
		(Month/D	(Month/Day/Year)			_X_ Director	109	% Owner	
	ORATION, 2550 FON AVENUE	01/01/20	005			Officer (gives)	ve title Oth below)	er (specify	
	(Street)	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		`	th/Day/Year)				y One Reporting Po		
ALEXAND	PRIA, VA 22303-1	499				Person	Wore than one Re	-porting	
(City)	(State)	Zip) Table	e I - Non-De	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) or of (D)	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)	
Common Stock, par value \$.05						23,327	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: VSE CORP - Form 4

De Sec (In

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. Transactic Code (Instr. 8)	5. Number on f 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 II S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 25.17	01/01/2005		A	1,000	<u>(1)</u>	12/31/2009	Common Stock, par value \$.05 per share	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
KENDALL CLIFFORD M						
VSE CORPORATION	X					
2550 HUNTINGTON AVENUE	Λ					
ALEXANDRIA, VA 22303-1499						

Signatures

Clifford M. 01/03/2005 Kendall **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 is exercisable in four equal annual installments beginning 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.

2 Reporting Owners