

VSE CORP
Form 4
January 11, 2005

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 *
KENDALL CLIFFORD M

(Last) (First) (Middle)

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)
01/10/2005

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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$.05 per share | 01/10/2005 | | M | | 750 A \$ 6.5 | 24,077 | D |
| Common Stock, par value \$.05 per share | 01/10/2005 | | M | | 750 A \$ 6.616 | 24,827 | D |
| Common Stock, par value \$.05 per share | 01/10/2005 | | M | | 562 A \$ 10.74 | 25,389 | D |

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Common
 Stock, par
 value \$.05
 per share

01/10/2005

M 375 A \$ 12.82 25,764 D

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy) | \$ 6.5 | 01/10/2005 | | M | 750 | <u>(1)</u> 06/04/2006 | Common Stock, par value \$.05 per share | 750 |
| Stock Option (right to buy) | \$ 6.616 | 01/10/2005 | | M | 750 | <u>(2)</u> 12/31/2006 | Common Stock, par value \$.05 per share | 750 |
| Stock Option (right to buy) | \$ 10.74 | 01/10/2005 | | M | 562 | <u>(3)</u> 12/31/2007 | Common Stock, par value \$.05 per share | 562 |
| Stock Option (right to buy) | \$ 12.82 | 01/10/2005 | | M | 375 | <u>(4)</u> 12/31/2008 | Common Stock, par value \$.05 per share | 375 |

Reporting Owners

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

Signatures

Clifford M.
Kendall

01/11/2005

 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) The option became exercisable in four equal annual installments beginning on the grant date (06/05/2001).
- (2) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2002).
- (3) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2003).
- (4) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2004).

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.