**VSE CORP** Form 4 August 08, 2008

# FORM 4

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

OMB

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ERVINE DONALD M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			VSE CORP [VSEC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
VSE CORPORATION, 2550 HUNTINGTON AVENUE			(Month/Day/Year) 08/06/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Chairman			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ALEXANDRIA, VA 22303-1499			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Derivative Securities Ac	avirad Disposad of ar Rapaficially Owner			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (		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 per share	08/06/2008		M	7,500	A		42,366 (1)	D	
Common Stock, par value \$.05 per share	08/06/2008		S	7,500	D	\$ 41.0689	34,866	D	
Common Stock, par value \$.05 per share	08/06/2008		S	5,000	D	\$ 41.3818	29,866	D	

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Common Stock, par value \$.05 per share	08/06/2008	S	5,000	D	\$ 40.8872	24,866	D	
Common Stock, par value \$.05 per share	08/07/2008	S	10,345	D	\$ 40.8269	14,521	D	
Common Stock, par value \$.05 per share	08/07/2008	S	5,891	D	\$ 40.442	8,630	D	
Common Stock, par value \$.05 per share	08/08/2008	S	4,109	D	\$ 40.5971	4,521	D	
Common Stock, par value \$.05 per share						15,187	I	Employee benefit plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owne	ed
(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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S(I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 12.585	08/06/2008		M		7,500	01/01/2008	12/31/2008	Common Stock, par value \$.05 per share	7,500	\$

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

ERVINE DONALD M VSE CORPORATION 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303-1499

Executive Chairman

### **Signatures**

Donald M. Ervine by Craig S. Weber, Attorney-in-Fact

08/08/2008

\*\*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) Includes 20,345 shares previously reported as Indirect.

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.

Reporting Owners 3