

LOFTUS THOMAS R
Form 4
September 13, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LOFTUS THOMAS R

(Last) (First) (Middle)
VSE CORPORATION, 2550
HUNTINGTON AVENUE
(Street)

ALEXANDRIA, VA 22303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2007

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)
Exec VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.05 per share	09/12/2007		S	2,345	D \$ 44.7	14,655 ⁽¹⁾	D
Common Stock, par value \$.05 per share	09/12/2007		S	258	D \$ 44.71	14,397	D
Common Stock, par value \$.05 per share	09/12/2007		S	200	D \$ 44.79	14,197	D

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Common Stock, par value \$.05 per share	09/12/2007	S	29	D	\$ 44.8	14,168	D
Common Stock, par value \$.05 per share	09/12/2007	S	100	D	\$ 44.81	14,068	D
Common Stock, par value \$.05 per share	09/12/2007	S	100	D	\$ 44.89	13,968	D
Common Stock, par value \$.05 per share	09/12/2007	S	100	D	\$ 44.9	13,868	D
Common Stock, par value \$.05 per share	09/12/2007	S	800	D	\$ 44.97	13,068	D
Common Stock, par value \$.05 per share	09/12/2007	S	300	D	\$ 44.98	12,768	D
Common Stock, par value \$.05 per share	09/12/2007	S	100	D	\$ 44.99	12,668	D
Common Stock, par value \$.05 per share	09/12/2007	S	1,100	D	\$ 45	11,568	D
Common Stock, par value \$.05 per share	09/12/2007	S	300	D	\$ 45.01	11,268	D
Common Stock, par value \$.05 per share	09/12/2007	S	800	D	\$ 45.05	10,468	D
Common Stock, par value \$.05 per share	09/12/2007	S	500	D	\$ 45.09	9,968	D
	09/12/2007	S	200	D		9,768	D

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Common Stock, par value \$.05 per share					\$						
					45.17						
Common Stock, par value \$.05 per share	09/12/2007		S	100	D	\$ 45.2	9,668		D		
Common Stock, par value \$.05 per share	09/12/2007		S	231	D	\$ 45.25	9,437		D		
Common Stock, par value \$.05 per share	09/12/2007		S	437	D	\$ 45.29	9,000		D		
Common Stock, par value \$.05 per share							12,064		I		Employee benefit plan

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. Price of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Option (right to buy)	\$ 12.585					(2)	12/31/2009	Common Stock, par value \$.05 per share	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOFTUS THOMAS R VSE CORPORATION 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303			Exec VP and CFO	

Signatures

Thomas R. Loftus by Craig S. Weber,
Attorney-in-Fact

09/13/2007

__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 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 (01/01/2005).

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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