

WEBER CRAIG S
Form 4
November 21, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WEBER CRAIG S

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)
11/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Secretary

ALEXANDRIA, VA 22303

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.05 per share | 11/19/2008 | | S | | 2,924 | D | \$ 28.3457 |
| Common Stock, par value \$.05 per share | 11/20/2008 | | S | | 2,300 | D | \$ 26.7611 |
| Common Stock, par value \$.05 per share | 11/20/2008 | | M | | 3,000 | A | \$ 12.585 |
| | | | | | 3,759 | D | |

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| | | | | | | | | |
|---|------------|---|-------|---|------------|-------|---|-----------------------|
| Common Stock, par value \$.05 per share | 11/20/2008 | S | 2,200 | D | \$ 26.7611 | 1,559 | D | |
| Common Stock, par value \$.05 per share | 11/21/2008 | S | 800 | D | \$ 23.305 | 759 | D | |
| Common Stock, par value \$.05 per share | | | | | | 4,642 | 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 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. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 12.585 | 11/20/2008 | | M | 2,200 | 01/01/2008 12/31/2008 | Common Stock, par value \$.05 per share | 2,200 | \$ |
| Stock option (right to buy) | \$ 12.585 | 11/21/2008 | | M | 800 | 01/01/2008 12/31/2009 | Common Stock, par value \$.05 per share | 800 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEBER CRAIG S 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303 | | | Executive VP, Secretary | |

Signatures

Craig S. Weber 11/21/2008

__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).

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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