GAUTHIER MAURICE A

Form 4/A March 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB and

Expires:

Number: 3235-0287

Synings: January 31,

OMB APPROVAL

Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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).

value \$0.05

1. Name and Address of Reporting Person * GAUTHIER MAURICE A			2. Issuer Name and Ticker or Trading Symbol VSE CORP [vsec]				ıg	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle) 3	3. Date of Earliest Transaction			(Check all applicable)					
VSE CORPORATION, 2550 HUNTINGTON AVENUE			(Month/Day/Year) 03/03/2009					Director 10% Owner _X Officer (give title Other (specify below) CEO, President and COO			
	(Street)	4	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
ALEXANDI		Filed(Month/Day/Year) 03/05/2009					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)		Zip)						Person			
(City)	(State)	Z.ip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	(A) or (A) or))	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	03/03/2009			A	2,658 (1)	A	\$ 0	8,489	D		
Common Stock, par	03/03/2009			F	856	D	\$ 0	7,633 (2)	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form SEC 1474 (9-02)

Edgar Filing: GAUTHIER MAURICE A - Form 4/A

displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)]
	Derivative				Securities	3		(Instr.	3 and 4)		(
	Security				Acquired						}
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable Date		of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAUTHIER MAURICE A VSE CORPORATION 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303

CEO, President and COO

Signatures

Maurice A. Gauthier, by Thomas M. Kiernan, Attorney-in-Fact

03/05/2009

**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) Corrects to identify payment of tax liability.
- (2) Correct total beneficially owned shares following transations.

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. 12/11/2015 Common Stock 10,000 \$ 47.29 10,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

Reporting Owners 2

Edgar Filing: GAUTHIER MAURICE A - Form 4/A

BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, X1 06053

V.P., Gen. Counsel & Secretary

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact

12/14/2005

**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) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 11/30/05, including aggregate number of shares acquired on various dates since date of last report
- (2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 11/30/05, including aggregate number of shares acquired on various dates since date of last report
- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 10/03/05, including aggregate number of shares acquired on various dates since date of last report
- (5) The option will become exercisable in four equal annual installments on December 12, 2006, 2007, 2008 and 2009.
- (6) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 12, 2006 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