FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

r										
	OMB APPROVAL									
ı										
ı	OMB Number:	3235-0287								
ı										
ı	Estimated average burden									
ı	haura nas raananaa.	0.5								
ı	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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Wheeler Chad							2. Issuer Name and Ticker or Trading Symbol VSE CORP [ VSEC ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) (Middle) 384 DRUM AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023									X	Officer (g below)	Other (specify below)  Wheeler Fleet					
(Street) SOMERSET PA 15501					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Indiv	dividual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zi												<u> </u>							
Table I - Non-Deri  1. Title of Security (Instr. 3)  2. Tran Date (Month						ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securiti Disposed	es Ac	quired (A	a) or	5. Amount Securities Beneficiall Following	5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
									Code	v	Amount		(A) or (D)	Price	(Instr. 3 an				(Instr. 4)		
Common Stock	, par value	10/2023				A		596 <sup>(1</sup>	)	A \$0.00		18,329		D							
Common Stock	10/2023				F		163(2	163 <sup>(2)</sup> D		\$42.23	18,166		D								
Common Stock, par value \$.05 03/1									M		1,1630	3)	6) A S		19,329		D				
Common Stock, par value \$.05 03/1									A		1,599	4)	A	\$0.00	20,928		D				
Common Stock, par value \$.05									F	7579		(5) <b>D</b>		\$40.95	20,171		D				
			Table II - I								sed of, o				ed						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		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 Exerci Expiration Da (Month/Day/Yo		te	Seci Deri	itle and A urities Ur vative Se tr. 3 and 4	curity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	Owners Form Direct or Inc.	(D) irect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

## Explanation of Responses:

- 1. Reflects vesting of annual stock-settled dollar-denominated bonus awards (RSP) earned based on prior performance in the year of grant and generally vesting over a three-year service period in three equal tranches.
- 2. Represents withholding of shares of VSE common stock for the tax liability associated with the vesting of RSPs.
- 3. Represents acquisition of shares of VSE common stock upon vesting of RSUs.
- 4. Represents acquisition of shares of VSE common stock upon vesting of PRSUs that were granted on March 11, 2022 for the performance period ended December 31, 2022.
- $5. \ Represents \ withholding \ of \ shares \ of \ VSE \ common \ stock \ for \ the \ tax \ liability \ associated \ with \ the \ vesting \ of \ RSUs \ and \ PRSUs.$

## Remarks:

/s/ Farinaz S. Tehrani, Attorneyin-Fact

03/14/2023

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.