

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * KENDALL CLIFFORD M		2. Issuer Name and Ticker or Trading Symbol VSE CORP [VSEC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2005		
2550 HUNTINGTON AVENUE					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
ALEXANDRIA, VA 22303-1499					
(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)	3A. 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	(A) or (D)	Price			
Common Stock, par value \$.05 per share	01/10/2005		M		750	A	\$ 6.50	24,077	D	
Common Stock, par value \$.05 per share	01/10/2005		M		750	A	\$ 6.616	24,827	D	
Common Stock, par value \$.05 per share	01/10/2005		M		562	A	\$ 10.74	25,389	D	
Common Stock, par value \$.05 per share	01/10/2005		M		375	A	\$ 12.82	25,764	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 6.50	01/10/2005		M			750	(1)	06/04/2006	Common Stock, par value \$.05 per share	750	\$ 0	3,250	D	
Stock Option (right to buy)	\$ 6.616	01/10/2005		M			750	(2)	12/31/2006	Common Stock, par value \$.05 per share	750	\$ 0	2,500	D	
Stock Option (right to buy)	\$ 10.74	01/10/2005		M			562	(3)	12/31/2007	Common Stock, par value \$.05 per share	562	\$ 0	1,938	D	
Stock Option (right to buy)	\$ 12.82	01/10/2005		M			375	(4)	12/31/2008	Common Stock, par value \$.05 per share	375	\$ 0	1,563	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENDALL CLIFFORD M 2550 HUNTINGTON AVENUE ALEXANDRIA, VA 22303-1499	X			

Signatures

Clifford M. Kendall		01/11/2005
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 option became exercisable in four equal annual installments beginning on the grant date (06/05/2001).
- (2) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2002).
- (3) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2003).
- (4) The option became exercisable in four equal annual installments beginning on the grant date (01/01/2004).

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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