

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>CUOMO JOHN A</u>  (Last) (First) (Middle) 6348 WALKER LANE  (Street) ALEXANDRIA VA 22310  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VSE CORP [ VSEC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock, par value \$.05	03/10/2023		A		2,411 <sup>(1)</sup>	A	\$0.00	65,972	D	
Common Stock, par value \$.05	03/10/2023		F		1,011 <sup>(2)</sup>	D	\$42.23	64,961	D	
Common Stock, par value \$.05	03/11/2023		M		5,542 <sup>(3)</sup>	A	\$0.00	70,503	D	
Common Stock, par value \$.05	03/11/2023		A		8,006 <sup>(4)</sup>	A	\$0.00	78,509	D	
Common Stock, par value \$.05	03/13/2023		F		5,682 <sup>(5)</sup>	D	\$40.95	72,827	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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.
- Represents withholding of shares of VSE common stock for the tax liability associated with the vesting of RSPs.
- Represents acquisition of shares of VSE common stock upon vesting of RSUs.
- 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.
- 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, Attorney-in-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.

\* 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.