

GSE SYSTEMS INC
Form 4
November 20, 2007

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 *
Jen Chin-our Jerry

(Last) (First) (Middle)
7133 RUTHERFORD RD, SUITE 200
(Street)

BALTIMORE, MD 21244

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GSE SYSTEMS INC [GVP]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	11/16/2007		X	A	\$ 3.875 6,800	D	
Common Stock	11/16/2007		S	D	\$ 9.6614 3,900	D	
Common Stock	11/16/2007		S	D	\$ 9.6 3,800	D	
Common Stock	11/19/2007		X	A	\$ 3.875 16,800	D	
Common Stock	11/19/2007		S	D	\$ 9.6 11,800	D	

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Common Stock 11/19/2007 S 8,000 D \$ 9.55 3,800 D

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

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(9-02)

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	or Disposed of (D)		V	(A)		
Employee Stock Option	\$ 3.875	11/16/2007		X		3,000		12/01/1998	12/01/2007	Common Stock	3,000
Employee Stock Option	\$ 3.875	11/19/2007		X		7,000		12/01/1998	12/01/2007	Common Stock	7,000
Employee Stock Option	\$ 3.875	11/19/2007		X		6,000		12/01/1999	12/01/2007	Common Stock	6,000
Employee Stock Option	\$ 2							⁽¹⁾	05/03/2008	Common Stock	22,950
Employee Stock Option	\$ 1.85							03/22/2005	03/22/2012	Common Stock	36,282
Employee Stock Option	\$ 1.61							⁽²⁾	03/14/2013	Common Stock	30,000
Employee Stock Option	\$ 3.65							⁽³⁾	05/22/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jen Chin-our Jerry 7133 RUTHERFORD RD SUITE 200 BALTIMORE, MD 21244			President & COO	

Signatures

/s/ Chin-our
Jerry Jen
11/20/2007

**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) Exercisable as follows: 9,180 5/3/2002; 6,885 5/3/2003; 6,885 5/3/2004
 - (2) Exercisable as follows: 12,000 3/14/2007; 9,000 3/14/2008; 9,000 3/14/2009
 - (3) Exercisable as follows: 8,000 5/22/2007; 6,000 5/22/2008; 6,000 5/22/2009

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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