

GSE SYSTEMS INC  
Form 4  
December 07, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PEDERSEN GEORGE J**

(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)  
12/05/2007

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/05/2007		M		5,000 A \$ 2	61,250	D
Common Stock	12/05/2007		S		70 D \$ 11.13	61,180	D
Common Stock	12/05/2007		S		100 D \$ 11.17	61,080	D
Common Stock	12/05/2007		S		600 D \$ 11.18	60,480	D
Common Stock	12/05/2007		S		200 D \$ 11.19	60,280	D

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Common Stock	12/05/2007	S	200	D	\$ 11.2	60,080	D
Common Stock	12/05/2007	S	700	D	\$ 11.21	59,380	D
Common Stock	12/05/2007	S	830	D	\$ 11.22	58,550	D
Common Stock	12/05/2007	S	600	D	\$ 11.23	57,950	D
Common Stock	12/05/2007	S	400	D	\$ 11.24	57,550	D
Common Stock	12/05/2007	S	600	D	\$ 11.25	56,950	D
Common Stock	12/05/2007	S	400	D	\$ 11.27	56,550	D
Common Stock	12/05/2007	S	100	D	\$ 11.3	56,450	D
Common Stock	12/05/2007	S	100	D	\$ 11.39	56,350	D
Common Stock	12/05/2007	S	100	D	\$ 11.45	56,250	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 displays a currently valid OMB control number.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 2	12/05/2007		M	3,300	05/03/2003	05/03/2008	Common Stock	3,300
	\$ 2	12/05/2007		M	1,700	05/03/2004	05/03/2008		1,700

Employee Stock Option				Common Stock	
Employee Stock Option	\$ 8.21	(1)	02/06/2014	Common Stock	10,000
Employee Stock Option	\$ 2.25	(2)	04/06/2008	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEDERSEN GEORGE J 7133 RUTHERFORD RD SUITE 200 BALTIMORE, MD 21244	X			

## Signatures

/s/ George  
Pedersen 12/07/2007

\*\*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: 4,000 2/6/2008; 3,000 2/6/2009; 3,000 2/6/2010
- (2) Exercisable as follows: 10,000 4/6/1999; 7,500 4/6/2000; 7,5000 4/6/2001

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.