

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**

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([HTML Version](#) on secdatabase.com)

REPORTING OWNER

PEDERSEN GEORGE J

CIK: **1144426**

Type: **4** | Act: **34** | File No.: **001-14785** | Film No.: **071296529**

Mailing Address

9 WEST 57TH STREET

SUITE 4170

NEW YORK NY 10019

ISSUER

GSE SYSTEMS INC

CIK: **944480** | IRS No.: **521868008** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **7372** Prepackaged software

Mailing Address

7133 RUTHERFORD RD

SUITE 200

BALTIMORE MD 21244

Business Address

7133 RUTHERFORD RD

SUITE 200

BALTIMORE MD 21244

4102773740

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person PEDERSEN GEORGE J			2. Issuer Name and Ticker or Trading Symbol GSE SYSTEMS INC [GVP]			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) 12/06/2007					
7133 RUTHERFORD RD, SUITE 200			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		
(Street) BALTIMORE, MD 21244								
(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)	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	12/07/2007		S		200	D	\$11.49	57,722	D	
Common Stock	12/07/2007		S		150	D	\$11.5	57,572	D	
Common Stock	12/07/2007		S		300	D	\$11.54	57,272	D	
Common Stock	12/07/2007		S		150	D	\$11.55	57,122	D	
Common Stock	12/07/2007		S		250	D	\$11.56	56,872	D	
Common Stock	12/07/2007		S		100	D	\$11.61	56,772	D	
Common Stock	12/07/2007		S		100	D	\$11.62	56,672	D	
Common Stock	12/07/2007		S		100	D	\$11.63	56,572	D	
Common Stock	12/07/2007		S		50	D	\$11.66	56,522	D	
Common Stock	12/07/2007		S		100	D	\$11.69	56,422	D	
Common Stock	12/07/2007		S		172	D	\$11.73	56,250	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)	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)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Day/ Year)	(D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	V	(A)	(D)							
Employee Stock Option	\$2	12/06/2007		<u>M</u>			5,000	05/03/2004	05/03/2008	Common Stock	5,000	\$2	23,300	D
Employee Stock Option	\$2	12/07/2007		<u>M</u>			5,000	05/03/2004	05/03/2008	Common Stock	5,000	\$2	18,300	D
Employee Stock Option	\$8.21						(1)	02/06/2014		Common Stock	10,000		10,000	D
Employee Stock Option	\$2.25						(2)	04/06/2008		Common Stock	25,000		25,000	D

Explanation of Responses:

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; 7,500 4/6/2001

Signatures

/s/ George Pedersen

** Signature of Reporting Person

12/10/2007

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.