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GSE SYSTEMS	INC									
Form 4 April 07, 2006										
									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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 Sect 30(h) of the Investment Company Act of 1940						Estimated a burden hou response	Estimated average burden hours per response 0.5			
(Print or Type Respon	nses)									
1. Name and Addres FELDMAN JER	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol GSE SYSTEMS INC [GVP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1	(Middle) 3. Date of Earliest Transaction				(enc	ek an applicable	k an applicable)		
7133 RUTHERF 200	FORD RD, S	UITE	(Month/1 03/14/2	Day/Year) 2006			X_ Director Officer (giv below)	~ ~ ,	6 Owner er (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
BALTIMORE, X	X1 21244						Person	More than One R	eporung	
(City) ((State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inform requir	ns who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	f			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 1.61	03/14/2006		А	34,000	03/14/2007	03/14/2013	Common Stock	34,000
Employee Stock Option	\$ 1.61	03/14/2006		А	25,500	03/14/2008	03/14/2013	Common Stock	25,500
Employee Stock Option	\$ 1.61	03/14/2006		А	25,500	03/14/2009	03/14/2013	Common Stock	25,500

Reporting Owners

Reporting Owner Name / Addre	ess	Relationships					
	Director	10% Owner	Officer	Other			
FELDMAN JEROME I 7133 RUTHERFORD RD SUITE 200 BALTIMORE, X1 21244	Х						
Signatures							
Jerome I. Feldman	04/07/2006						

**Signature of Date Reporting Person

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).

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.