

GSE SYSTEMS INC
 Form 144
 August 11, 2006

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: TRANSMIT FOR FILING 3 COPIES OF THIS FORM CONCURRENTLY WITH EITHER PLACING AN ORDER WITH A BROKER TO EXECUTE A SALE OR EXECUTING A SALE DIRECTLY WITH A MARKET MAKER.

| | | |
|--|--------------------|---------------------|
| 1(a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. |
| GSE Systems, Inc. | 52-1868008 | 001-14785 |

| | | | | | | |
|------------------------|-----------|------------|-------|----------|-------------------|-----------------|
| 1(d) ADDRESS OF ISSUER | STREET | CITY | STATE | ZIP CODE | (e) TELEPHONE NO. | |
| 7133 Rutherford Rd. | Suite 200 | Baltimore, | MD | 21244 | Area Code 410 | Number 277-3780 |

| | | | | | | |
|---|----------------|----------------------------|--------------------|----------|-------|----------|
| 2(a) NAME OF PERSON FOR WHOSE SECURITIES ARE TO BE SOLD | (b) I.R.S. NO. | (c) RELATIONSHIP TO ISSUER | (d) ADDRESS STREET | CITY | STATE | ZIP CODE |
| Gill Grady | 224-82-7962 | Officer | 1650 Village Green | Woodbine | MD | 21797 |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the SEC File Number

| | | | | | | | |
|--|---|---------------------------|--|----------------------------|---|--|--------------------------------------|
| 3(a) Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities | SEC USE ONLY | (c) Number of Shares or Other Units To Be Sold | (d) Aggregate Market Value | (e) Number of Shares or Other Units Outstanding | (f) Approximate Date of Sale (See instr. 3(f)) | (g) Name of Each Securities Exchange |
| | | Broker-Dealer File Number | | | | | |

| | are to be Offered or Each Market Maker who is Acquiring the Securities | | (See instr. 3c)) | | (See instr. 3(e)) | (MO. DAY YR.) | (See instr. 3(g)) |
|--------------|--|--|------------------|--------|-------------------|---------------|-------------------|
| Common Stock | TD Ameritrade 1005 N. Ameritrade Pl. Bellevue, NE 68005 | | 15,000 | 54,150 | 9,441,490 | 08/18/06 | Amex |

INSTRUCTIONS:

1. (a) Name of issuer.

- (b) Issuer's IRS Identification Number.
- (c) Issuer's SEC file number, if any.
- (d) Issuer's address, including zip code.
- (e) Issuer's telephone number, including area code.

2. (a) Name of person for whose account the securities are to be sold.

- (b) Such person's or I.R.S. Identification number, if such a person is an entity.
- (c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).
- (d) Such person's address, including zip code.

3. (a) Title of the class of securities to be sold

- (b) Name and address of each broker through whom the securities are intended to be sold.
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer.
- (f) Approximate date on which the securities are to be sold.
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold.

TABLE I--SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|--|---|-------------------------------|-----------------|-------------------|
| Common | 08/11/06 | Purchase through conversion of stock options | GSE Systems, Inc. | 15,000 | 08/11/06 | cash |

INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II--SECURITIES SOLD DURING THE PAST THREE MONTHS

Furnish The Following Information as to All Securities of The Issuer Sold During The Past Three Months By The Person For Whose Account The Securities Are To Be Sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None | | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

08/11/06

(DATE OF NOTICE)

/s/ Gill Grady

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTERNATIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).