

DEUTCH PHILIP J
Form 4
May 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
NGP Energy Technology Partners II, L.P.

(Last) (First) (Middle)
1700 K STREET, NW, SUITE 750
(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/15/2012		P(1)		9,439	A	\$ 2.5
					2,477,703	D (2)	
Common Stock	05/16/2012		P(1)		1,000	A	\$ 2.38
					2,478,703	D (2)	
Common Stock	05/16/2012		P(1)		500	A	\$ 2.47
					2,479,203	D (2)	
Common Stock	05/16/2012		P(1)		5,800	A	\$ 2.48
					2,485,003	D (2)	
Common Stock	05/16/2012		P(1)		7,711	A	\$ 2.49
					2,492,714	D (2)	
	05/16/2012		P(1)		100	A	\$ 2.495
					2,492,814	D (2)	

Common
Stock

Common Stock 05/16/2012 P⁽¹⁾ 100 A \$ 2.4999 2,492,914 D ⁽²⁾

Common Stock 05/16/2012 P⁽¹⁾ 123,611 A \$ 2.5 2,616,525 D ⁽²⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NGP Energy Technology Partners II, L.P. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006		X		
NGP ETP II, LLC 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006		X		
Energy Technology Partners, L.L.C. 1700 K STREET, NW SUITE 750 WASHINGTON, DC 20006		X		

