

BRUBAKER TERRY LEE
Form 4
December 07, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BRUBAKER TERRY LEE

2. Issuer Name and Ticker or Trading Symbol
GLADSTONE COMMERCIAL CORP [GOOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1521 WESTBRANCH DRIVE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2006

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

MCLEAN, VA 22102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 12/01/2006 | | M | | 3,805 | A | \$ 15 | 31,019.62 ⁽²⁾ | D |
| Common Stock | 12/01/2006 | | S | | 3,805 | D | \$ 20 | 27,214.62 ⁽²⁾ | D |
| Common Stock | 12/01/2006 | | M | | 6,468 | A | \$ 15 | 33,682.62 ⁽²⁾ | D |
| Common Stock | 12/01/2006 | | S | | 6,468 | D | \$ 20.1 | 27,214.62 ⁽²⁾ | D |
| Common Stock | 12/01/2006 | | M | | 816 | A | \$ 15 | 28,030.62 ⁽²⁾ | D |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|--------------------------|---|
| Common Stock | 12/01/2006 | S | 816 | D | \$ 20.15 | 27,214.62 ⁽²⁾ | D |
| Common Sstock | 12/06/2006 | M | 30,500 | A | \$ 15 | 57,714.62 ⁽²⁾ | D |
| Common Stock | 12/06/2006 | M | 30,000 | A | \$ 16.1 | 87,714.62 ⁽²⁾ | 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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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Common Stock | \$ 15 | 12/01/2006 | | M | 11,089 | ⁽¹⁾ | 12/31/2006 | Common Stock | 11,089 |
| Common Stock | \$ 15 | 12/06/2006 | | M | 30,500 | ⁽¹⁾ | 12/31/2006 | Common Stock | 30,500 |
| Common Stock | \$ 16.1 | 12/06/2006 | | M | 30,000 | ⁽³⁾ | 12/31/2006 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUBAKER TERRY LEE 1521 WESTBRANCH DRIVE SUITE 200 MCLEAN, VA 22102 | X | | COO | |

Signatures

Paula Novara,
attorney-in-fact

12/07/2006

__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) The options vested in two equal installments of 50,000 shares on 8/12/03 and 8/12/04.

Includes 12,500 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of these 12,500 shares and this report shall not be deemed an admission that Mr. Brubaker is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(3) The options vested in two equal installments of 15,000 shares on 6/8/05 and 6/8/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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