

GLADSTONE COMMERCIAL CORP
 Form 4
 December 13, 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 *
 OUTLAND JOHN H

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)
 12/12/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|----------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 12/12/2006 | | M | | | 10,000 | | D | |
| Common Stock | 12/12/2006 | | S | | | \$ 9,000 | 20.3261 | 1,000 | D |
| Common Stock | 12/12/2006 | | M | | | 10,000 | \$ 15.99 | 11,000 | D |
| Common Stock | 12/12/2006 | | S | | | 10,000 | \$ 20.3261 | 1,000 | D |
| Common Stock | 12/12/2006 | | M | | | 10,000 | \$ 15.44 | 11,000 | D |

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Common Stock 12/12/2006 S 10,000 D \$ 20.3261 1,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock | \$ 16.53 | 12/12/2006 | | M | 10,000 | <u>(1)</u> 12/31/2006 | Common stock 10,000 |
| Common stock | \$ 15.99 | 12/12/2006 | | M | 10,000 | <u>(2)</u> 12/31/2006 | Common Stock 10,000 |
| Common Stock | \$ 15.44 | 12/12/2006 | | M | 10,000 | <u>(3)</u> 12/31/2006 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OUTLAND JOHN H 1521 WESTBRANCH DRIVE SUITE 200 MCLEAN, VA 22102 | X | | | |

Signatures

Paula Novara, attorney-in-fact 12/13/2006

**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 option vested in two equal installments of 5,000 shares each on December 9, 2004 and December 9, 2005

(2) The option vested in two equal installments of 5,000 shares each on May 26, 2005 and May 26, 2006

(3) The option vested in two equal installments of 5,000 shares each on May 25, 2006 and July 11, 2006

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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