

GLADSTONE COMMERCIAL CORP

Form 4

August 14, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reilly John

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2013

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

(Street)
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. Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
7.125 Series C Cumulative Term Preferred Stock	08/12/2013		P	217	A \$ 25.6	12,817	D
7.125 Series C Cumulative Term Preferred	08/12/2013		P	300	A \$ 25.61	13,117	D

Stock

7.125 Series

C

Cumulative	08/12/2013	P	414	A	\$	13,531	D
Term					25.62		
Preferred							
Stock							

7.125 Series

C

Cumulative	08/12/2013	P	169	A	\$	13,700	D
Term					25.63		
Preferred							
Stock							

7.125 Series

C

Cumulative	08/12/2013	P	780	A	\$	14,480	D
Term					25.65		
Preferred							
Stock							

7.125 Series

C

Cumulative	08/13/2013	P	2,400	A	\$	16,880	D
Term					25.65		
Preferred							
Stock							

7.125 Series

C

Cumulative						2,700 <u>(1)</u>	I	By
Term								daughter
Preferred								
Stock								

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.

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 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	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. Nu Deriv Secur Bene Own Follo Repo Trans
---	--	---	---	--------------------------------------	---	--	---	---	--

of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
------	---	-----	-----	---------------------	--------------------	-------	--

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reilly John
1521 WESTBRANCH DRIVE, SUITE 200 X
MCLEAN, VA 22102

Signatures

Michael LiCalsi,
Attorney-in-fact 08/14/2013

__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) Mr. Reilly disclaims beneficial ownership of all such 2,700 shares and this report shall not be deemed an admission that Mr. Reilly is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.