

GLADSTONE COMMERCIAL CORP
 Form 4
 August 14, 2013

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 *
 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
 (Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
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

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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 ⁽¹⁾	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.

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

(Instr

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly John 1521 WESTBRANCH DRIVE, SUITE 200 MCLEAN, VA 22102		X		

Signatures

Michael LiCalsi,
Attorney-in-fact

**Signature of Reporting Person

08/14/2013
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.