

BRUBAKER TERRY LEE

Form 4/A

June 23, 2009

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

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(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)

MCLEAN, VA 22102

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2009

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

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/16/2009

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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	06/12/2009		S		2,000 D \$ 14	17,735.609 (1)	I By Spouse
Common Stock	06/12/2009		S		100 D \$ 14.3	17,635.609 (2)	I By Spouse
Common Stock	06/12/2009		S		200 D \$ 14.29	17,435.609 (3)	I By Spouse
Common Stock	06/12/2009		S		200 D \$ 14.28	17,235.609 (4)	I By Spouse
Common Stock	06/12/2009		S		3,500 D \$ 14	13,735.609 (5)	I By Spouse

Common Stock	06/12/2009	S	100	D	\$ 14.08	13,635.609 (6)	I	By Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				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
BRUBAKER TERRY LEE 1521 WESTBRANCH DRIVE SUITE 200 MCLEAN, VA 22102	X		COO	

Signatures

Paula Novara,
attorney-in-fact

****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).

Includes 13715.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial

- (1) ownership of those 13715.32 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.

- (2)

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Includes 13615.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of those 13615.32shares 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) Includes 13415.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of those 13415.32shares 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.

- (4) Includes 13215.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of those 13215.32shares 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.

- (5) Includes 9715.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of those 9715.32shares 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.

- (6) Includes 9615.32 shares of common stock which are held in the name of Mr. Brubakers spouse. Mr. Brubaker disclaims beneficial ownership of those 9615.32shares 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.

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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