

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 \*  
**COULON MAURICE**

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)

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

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

**1521 WESTBRANCH DRIVE, SUITE 200**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

**MCLEAN, VA 22102**

(City) (State) (Zip)

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	12/12/2006		M			3,500	A	\$ 15	4,500	D	
Common Stock	12/12/2006		S			3,500	D	\$ 20.3261	1,000	D	
Common Stock	12/13/2006		M			6,500	A	\$ 15	7,500	D	
Common Stock	12/13/2006		S			6,500	D	\$ 20.3	1,000	D	
Common Stock	12/13/2006		M			10,000	A	\$ 15.99	10,000	D	

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Common Stock	12/12/2006	S	9,000	D	\$ 20.3	1,000	D
Common Stock	12/13/2006	M	10,000	A	\$ 15.44	11,000	D
Common Stock	12/12/2006	S	10,000	D	\$ 20.3	1,000	D

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

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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
					V	(A) (D)	Date Exercisable	Expiration Date		
Common Stock	\$ 15	12/12/2006		M		3,500	<u>(1)</u>	12/31/2006	Common stock	10,000
Common stock	\$ 15	12/13/2006		M		6,500	<u>(1)</u>	12/31/2006	Common Stock	6,500
Common stock	\$ 15.99	12/13/2006		M		10,000	<u>(2)</u>	12/31/2006	Common Stock	10,000
Common Stock	\$ 15.44	12/13/2006		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
COULON MAURICE 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 August 12, 2004 and August 12, 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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