| FORM | 4 |
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| Check this box if no |
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| longer subject to |
| Section 16. Form 4 or |
| Form 5 obligations |
| may continue. See |
| Instruction 1(b). |
| |

(Print or Type Responses)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

SEC 1474 (9-02)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Rep BRUBAKER TERRY | 2. Issuer Name a GLADSTONE | | | 0. | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|--|---|------------|--|---|---|------------|---|--------------|--------------------|--|-------------------------|
| 1521 WESTBRANCH | 3. Date of Earliest Transaction (Month/Day/Year) 11/26/2013 | | | | | | X_Officer (give title below) Other (specify below) Chief Operating Officer | | | | |
| ^{(Si} MCLEAN, VA 22102 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (S | state) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 3) | ity 2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year) any 3. Transaction 4. Securities Acquire Code (A) or Disposed of (I (Instr. 8) (Instr. 3, 4 and 5) | | of (D) | Beneficially Owned Following Reported Transaction(s)Ownership Form:of I Beneficially | | Beneficial | | | | | |
| | | | (Month/Day/Year) | Code | v | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | | 11/26/2013 | | S | | 17,927 | D | \$ 9.8426 | 27,187 (<u>1)</u> | Ι | By spouse |
| Common Stock | | 11/26/2013 | | S | | 22,987 | | . | 4,200 (1) | Ι | By spouse |
| Common Stock | | | | | | | | | 123,883.37 | D | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| (<i>e.g.</i> , puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|-------------|------------------|--------------------|------------|-----|---------|-------|----------------|------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 4 | 5. | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date, if | Transactio | n l | Numb | er | and Expiration | on Date | Amou | unt of | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | 0 | of | | (Month/Day | /Year) | Unde | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | 1 | Deriva | ative | | | Secur | rities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | 5 | Securi | ities | | | (Instr | . 3 and | | Owned | Security: | (Instr. 4) |
| | Security | | | | 1 | Acqui | red | | | 4) | | | Following | Direct (D) | |
| | | | | | (| (A) or | • | | | | | | Reported | or Indirect | |
| | | | | | | Dispo | | | | | | | Transaction(s) | (I) | |
| | | | | | | of (D) | | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | (Instr. | | | | | | | | | |
| | | | | | 4 | 4, and | . 5) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Dete | Expiration | | or | | | | |
| | | | | | | | | | | Title | Number | | | | |
| | | | | | | | | Exercisable | Date | | of | | | | |
| | | | | Code V | V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| | Relationships | | | | | | |
|--|---------------|--------------|-------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| BRUBAKER TERRY LEE 1521 WESTBRANCH DRIVE, SUITE 100 MCLEAN, VA 22102 | Х | | Chief Operating Officer | | | | |

Signatures

| Michael LiCalsi, Attorney-in-fact | 11/27/2013 |
|-----------------------------------|------------|
| **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. Brubaker disclaims any and all beneficial ownership of the shares held by his spouse. Inclusion of such shares in this report shall not be deemed an admission that Mr. Brubaker is an owner of such shares 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.