

Clemente Christopher
Form 4
July 13, 2010

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 *
Clemente Christopher

2. Issuer Name **and** Ticker or Trading
Symbol
Comstock Homebuilding Companies,
Inc. [CHCI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

11465 SUNSET HILLS ROAD
FOURTH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2010

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

RESTON, VA 20190

(City) (State) (Zip)

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

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
Class A Common Stock					1,454,627	D	
Class A Common Stock					1,000	I	Custodian for Nicholas Schar Clemente
Class A Common Stock					1,000	I	Custodian for Michael Douglas Schar

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Class A Common Stock						1,000	I	Clemente Custodian for Dylan Schar Clemente
Class A Common Stock						1,000	I	Clemente Custodian for Noah Fitzgerald Schar Clemente
Class A Common Stock						1,000	I	Clemente Custodian for Mary Madeline Schar Clemente
Class A Common Stock	07/13/2010	J	8,129	A	<u>\$ 0 (7)</u>	104,372	I	By Spouse
Class A Common Stock						69,333	I	By FR 54, LLC ⁽¹⁾
Class A Common Stock	07/13/2010	J	16,258	A	<u>\$ 0 (7)</u>	16,258	I	By Stonehenge Funding, LC
Class B Common Stock						1,366,750	I	By FR 54, LLC ⁽¹⁾

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 Underlying S (Instr. 3 and		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock	\$ 1	12/31/2007		A	25,000		<u>(2)</u>	12/31/2017	Class A Common

Option (right to buy)									Stock
Stock Warrant (right to buy)	\$ 0.7	02/12/2010	D	145,000	12/23/2009 ⁽⁶⁾	03/14/2015			Class A Common Stock
Stock Warrant (right to buy)	\$ 0.7	02/12/2010	A	25,000	12/23/2009 ⁽⁶⁾	03/14/2015			Class A Common Stock
Stock Warrant (right to buy)	\$ 0.86	03/12/2010	A	55,000	03/12/2010	03/14/2015			Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clemente Christopher 11465 SUNSET HILLS ROAD FOURTH FLOOR RESTON, VA 20190	X	X	Chairman and CEO	

Signatures

/s/ Jubal R. Thompson, by power of
attorney

07/13/2010

__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) These securities are owned directly by FR 54, LLC, a limited liability company wholly-owned by the Reporting Person.
- (2) The options vest in four annual equal installments, commencing on December 15, 2008.
- (3) Granted in consideration for services performed by Tracy Schar, the Reporting Person's spouse.
- (4) Disposed of by the Reporting Person in connection with a privately negotiated transaction not involving the issuer.
- (5) Granted to Comstock Asset Management, LC, a limited liability company wholly-owned by the Reporting Person, by the Issuer in connection with the cancellation and forgiveness of certain indebtedness.
- (6) 12/23/2009 is the date of exercise only if title to the warrants, due to forfeiture, revert back to the Reporting Person or Stonehenge Funding, LC. Stonehenge Funding is a limited liability company of which the majority is owned by the Reporting Person. The exercise date and other warrant terms have been modified in a private agreement not involving the issuer.
- (7) Participants in a loan to issuer (Stonehenge Funding, LC and Mr. Clemente's spouse) elected to receive their quarterly interest payment in shares of the issuer's Class A Common stock.

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.