

Benson Gregory V
 Form 4
 September 16, 2010

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 *
 Benson Gregory V

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

(Last) (First) (Middle)
 11465 SUNSET HILLS ROAD,
 FOURTH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2010

RESTON, VA 20190

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | 885,678 | D | |
| Class A Common Stock | | | | (A) or (D) | 350,083 | I | Clareth, LLC ⁽¹⁾ |
| Class A Common Stock | | | | (A) or (D) | 8,129 | I | By Investors Management, LC ⁽⁴⁾ |
| Class B | | | | (A) or (D) | 1,366,750 | I | Clareth, LLC |

Common
Stock

(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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Warrant (right to buy) | (5) | 09/14/2010 | | J | 250,000 | 03/12/2010 03/14/2015 | Class A Common Stock 250,000 (2) |
| Stock Warrant (right to buy) | \$ 0.86 | | | | | 03/12/2010 03/12/2015 | Class A Common Stock 6,000 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson Gregory V 11465 SUNSET HILLS ROAD, FOURTH FLOOR RESTON, VA 20190 | X | X | President and COO | |

Signatures

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

09/16/2010

__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 Clareth, LLC, a limited liability company wholly-owned by the Reporting Person.

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- (2) Disposed of by the Reporting Person in connection with a privately negotiated transaction not involving the Issuer.
- (3) Granted to I-Connect, LC, a limited liability company wholly owned by the Reporting Person, by the Issuer in connection with the cancellation and forgiveness of certain indebtedness.
- (4) Investors Management, LC, a limited liability company wholly owned by the Reporting Person, is a participant in a loan to the issuer. The lenders elected to receive their quarterly interest payment in shares of the Issuer's Class A Common stock.
- (5) These securities were transferred from the Reporting Person to the Issuer's Chief Executive Officer for no consideration.

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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