Jewett Mark A Form 4 December 23, 2011

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

subject to Section 16. Form 4 or

Estimated average **SECURITIES** burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Jewett Mark A

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Symbol Comstock Mining Inc. [LODE]

(Check all applicable)

(Middle) (Month/Day/Year)

(Zip)

3. Date of Earliest Transaction

Director

C/O COMSTOCK MINING

12/21/2011

10% Owner X\_ Officer (give title Other (specify below) below) CAO

INC., P.O. BOX 1118

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

VIRGINIA CITY, NV 89440

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(Month/Day/Year)

Code V Amount (D) Price

(A)

Transaction(s) (Instr. 3 and 4)

Common 12/21/2011 Stock

100,000 Α (1)

100,450 (2) (3) \$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Jewett Mark A - Form 4

1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Deri	ivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Secu	ırity	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Inst	tr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration		or		
							Exercisable	e Date	Title Number			
					~	/ L \				of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Jewett Mark A							
C/O COMSTOCK MINING INC.			CAO				
P.O. BOX 1118		CAU					
VIRGINIA CITY, NV 89440							

# **Signatures**

Reporting Person

/s/ Mark A.

Jewett

\*\*Signature of Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

that does not vest by the fifth anniversary of the date of grant will be forfeited.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On December 21, 2011, Comstock Mining Inc. (the "Company") granted 100,000 shares of restricted stock to the reporting person subject to vesting in accordance with the Restricted Stock Agreement entered into under the Comstock Mining Inc. 2011 Equity Incentive Plan.
  - Includes 100,000 shares of stock, which vest as follows: (i) 20% upon the certification by the compensation committee of the board of directors of the Company of the attainment of both the validation of qualified resources (at least measured and indicated) and reserves
- (2) (probable and proven) aggregating to at least 1,000,000 ounces of gold equivalent and completion of the first metal pour from the mining operations; (ii) 20% upon the certification by the Committee of the attainment of both the validation of qualified resources (at least measured and indicated) and reserves (probable and proven) aggregating to at least 1,500,000 ounces of gold equivalent and the completion of three months of consecutive mining operations at an annual production rate of 15,000 ounces of gold equivalent;
- [footnote 2 continued] (iii) 20% upon the certification by the Committee of the attainment of both the validation of qualified resources (at (3) least measured and indicated) and reserves (probable and proven) aggregating to at least 2,000,000 ounces of gold equivalent and the completion of three months of consecutive mining operations at an annual production rate of 17,500 ounces of gold equivalent; and
  - [footnote 3 continued] (iv) the remaining 40% upon the certification by the Committee of the attainment of both the validation of qualified resources (at least measured and indicated) and reserves (probable and proven) aggregating to at least 3,250,000 ounces of gold equivalent and the completion of three months of consecutive mining operations at an annual production rate of 20,000 ounces of gold equivalent. If a change in control of the Company occurs, all unvested restricted stock vests immediately. A portion of the shares may vest following termination of Mr. Jewett's employment by the Company if certain conditions are met. Any portion of the restricted stock

Reporting Owners 2

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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.