

Clemente Christopher
Form 4
April 27, 2011

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

OMB
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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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

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

(Street)
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. 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	03/31/2011		A		400,000	A	\$ 0
					1,799,627	D	

Class A Common Stock					10,000	I	Custodian for Nicholas Schar Clemente ⁽¹⁾
Class A Common Stock					10,000	I	Custodian for Michael Douglas Schar

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Class A Common Stock	10,000	I	Clemente ⁽¹⁾ Custodian for Dylan Schar Clemente ⁽¹⁾
Class A Common Stock	10,000	I	Custodian for Noah Fitzgerald Schar Clemente ⁽¹⁾
Class A Common Stock	10,000	I	Custodian for Mary Madeline Schar Clemente ⁽¹⁾
Class A Common Stock	10,000	I	Custodian for Haley Schar Clemente ⁽¹⁾
Class A Common Stock	104,372	I	By Spouse
Class A Common Stock	69,333	I	By FR 54, LLC ⁽²⁾
Class A Common Stock	871,258	I	By Stonehenge Funding, LC ⁽³⁾
Class B Common Stock	1,366,750	I	By FR 54, LLC ⁽²⁾

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

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. If the Underlying Security is a Security of a Foreign Issuer, the Country or Countries of Incorporation of the Issuer
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Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1						(4)	12/31/2017	Class A Common Stock	25,000 (5)
Stock Warrant (right to buy)	\$ 0.7						12/23/2009(6)	03/14/2015	Class A Common Stock	25,000
Stock Warrant (right to buy)	\$ 0.86						03/12/2010	03/14/2015	Class A Common Stock	55,000 (7)

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

04/26/2011

__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 reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for Section 16 or for any other purpose.
- (2) These securities are owned directly by FR 54, LLC, a limited liability company wholly-owned by the Reporting Person.
- (3) These securities are owned directly by Stonehenge Funding, LC, a limited liability company of which the majority is owned by the Reporting Person.
- (4) The options vest in four annual equal installments, commencing on December 15, 2008.
- (5) Granted in consideration for services performed by Tracy Schar, the Reporting Person's spouse.

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- (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. The exercise date and other warrant terms have been modified in a private agreement not involving the issuer.
- (7) 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.

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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