

Clemente Christopher
Form 4
July 08, 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2010

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 Ownership (Instr. 4)
				(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

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						Schar Clemente
Class A Common Stock				1,000	I	Custodian for Dylan Schar Clemente
Class A Common Stock				1,000	I	Custodian for Noah Fitzgerald Schar Clemente
Class A Common Stock				1,000	I	Custodian for Mary Madeline Schar Clemente
Class A Common Stock				96,243	I	By Spouse
Class A Common Stock				69,333	I	By FR 54, LLC ⁽¹⁾
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.

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.

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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	
						Date Exercisable	Expiration Date	Title
Employee Stock Option (right to	\$ 1	12/31/2007		Code V A	(A) 25,000 (D)	<u>(2)</u>	12/31/2017	Class A Common Stock

buy)									
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	02/12/2011	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 Thompson, by power of attorney 07/08/2010

**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. The exercise date and other warrant terms have been modified in a private agreement not involving the issuer.

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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