

Clemente Christopher  
Form 4  
June 04, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/29/2012

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

1886 METRO CENTER DR.,  
FOURTH FLOOR

(Street)

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

RESTON, VA 20190

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 03/29/2012                           |  | A                              |   | 150,000 <sup>(1)</sup>  | A  | \$ 0  |
| Class A Common Stock            |                                      |  |                                |   | 10,000  | I  | Custodian for Nicholas Schar Clemente <sup>(2)</sup>  |
| Class A Common Stock            |                                      |  |                                |   | 10,000  | I  | Custodian for Michael Douglas Schar                   |

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|                            |  |         |   |   |
|----------------------------|--|---------|---|---|
| Class A<br>Common<br>Stock |  | 10,000  | I | Clemente <sup>(2)</sup><br>Custodian<br>for Dylan<br>Schar<br>Clemente <sup>(2)</sup> |
| Class A<br>Common<br>Stock |  | 10,000  | I | Custodian<br>for Noah<br>Fitzgerald<br>Schar<br>Clemente <sup>(2)</sup>               |
| Class A<br>Common<br>Stock |  | 10,000  | I | Custodian<br>for Mary<br>Madeline<br>Schar<br>Clemente <sup>(2)</sup>                 |
| Class A<br>Common<br>Stock |  | 10,000  | I | Custodian<br>for Haley<br>Schar<br>Clemente <sup>(2)</sup>                            |
| Class A<br>Common<br>Stock |  | 104,372 | I | By Spouse<br><sup>(2)</sup>   |
| Class A<br>Common<br>Stock |  | 69,333  | I | By FR 54,<br>LLC <sup>(3)</sup>   |
| Class A<br>Common<br>Stock |  | 871,258 | I | By<br>Stonehenge<br>Funding, LC<br><sup>(4)</sup>                                     |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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|                                      |         |            | Code | V | (A)    | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
|--------------------------------------|---------|------------|------|---|--------|-----|------------------|-----------------|----------------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 1.81 | 03/29/2012 | A    |   | 20,000 |     | (5)              | 03/29/2022      | Class A Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Clemente Christopher<br>1886 METRO CENTER DR., FOURTH FLOOR<br>RESTON, VA 20190 | X             | X         | Chairman and CEO |       |

## Signatures

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

05/31/2012

\_\_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 stock was granted under the 2004 Long Term Incentive Compensation Plan. The stock vests in four equal annual installments of 37,500 shares on 3/31/13, 3/31/14, 3/31/15, and 3/31/16.
- (2) 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.
- (3) These securities are owned directly by FR 54, LLC, a limited liability company wholly-owned by the Reporting Person.
- (4) These securities are owned directly by Stonehenge Funding, LC, a limited liability company of which the majority is owned by the Reporting Person.
- (5) The option was granted under the 2004 Long Term Incentive Compensation Plan to Teresa Schar, an employee of the Company. The options vest in 4 equal installments of 5,000 shares on 3/31/13, 3/31/14, 3/31/15 and 3/31/16.
- (6) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.