

Comstock Holding Companies, Inc.
 Form 5
 April 04, 2014

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Clemente Christopher

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

**1886 METRO CENTER DRIVE,
 FOURTH FLOOR**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

RESTON, VA 20190

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 at end of Issuer's Fiscal Year (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	04/22/2013		G	10,000 D \$ 0	1,862,127 D		
Class A Common Stock	04/22/2013		G	20,000 D \$ 0	1,842,127 D		
Class A Common	12/31/2013		G	55,000 D \$ 0	1,787,127 D		

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Stock									
Class A Common Stock	12/31/2013	Â	F4	24,825	D	\$ 2	<u>1,732,312</u> (2)	D	Â
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Nicholas Schar Clemente (1)
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Michael Douglas Schar Clemente (1)
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Dylan Schar Clemente (1)
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Noah Fitzgerald Schar Clemente (1)
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Mary Madeline Schar Clemente (1)
Class A Common Stock	12/31/2013	Â	G	5,000	A	\$ 0	15,000	I	Custodian for Haley Schar Clemente (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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	D	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clemente Christopher 1886 METRO CENTER DRIVE, FOURTH FLOOR RESTON, VA 20190	X	X	Chairman and CEO	X

Signatures

/s/ Jubal Thompson, by power of attorney 04/04/2014

**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 admissions that the Reporting Person is the beneficial owner of theses shares for section 16 or for any other purpose.
- (2) Includes 29,990 shares of Class A Common Stock representing disposal in the form of grant in prior year inadvertently omitted from previous filings.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.