

Comstock Holding Companies, Inc.
Form 4
April 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
Thompson Jubal R

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Secretary

(Last) (First) (Middle)
1886 METRO CENTER DRIVE,
4TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2014

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)
			Code	V	Amount or Price		
Class A Common Stock	03/31/2015	03/31/2015	F		\$ 1,150 6.44	56,579 ⁽⁴⁾ ⁽⁵⁾	D
Class A Common Stock	03/31/2016	03/31/2016	F		\$ 1,371 1.79	55,208 ⁽⁵⁾	D
Class A Common Stock	03/06/2017		A		65,000 ⁽¹⁾ \$ 0	120,208 ⁽⁵⁾	D
Class A Common Stock	04/06/2017		P		24,998 \$ 1	145,206 ⁽⁵⁾	D

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Common
Stock

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

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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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.97							02/12/2010	02/12/2020	Class A Common Stock	35,714
Employee Stock Option (right to buy)	\$ 7							12/15/2011	12/31/2017	Class A Common Stock	14,285
Employee Stock Option (right to buy)	\$ 13.23							<u>(3)</u>	12/13/2023	Class A Common Stock	10,714
Employee Stock Option (right to buy)	\$ 7.63	12/11/2014		A		3,572		<u>(2)</u>	12/11/2024	Class A Common Stock	3,572
Employee Stock Option (right to buy)	\$ 2.14	03/06/2017		A		32,500		<u>(6)</u>	03/06/2027	Class A Common Stock	32,500

