

# COMSTOCK HOLDING COMPANIES, INC.

Reported by  
**THOMPSON JUBAL R**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/10/17 for the Period Ending 12/15/14

Address	1886 METRO CENTER DRIVE SUITE 410 RESTON, VA 20190
Telephone	703-883-1700
CIK	0001299969
Symbol	CHCI
SIC Code	1531 - Operative Builders
Industry	Real Estate Development & Operations
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Thompson Jubal R</b>			<b>Comstock Holding Companies, Inc. [CHCI]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Secretary</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1886 METRO CENTER DRIVE, 4TH FLOOR</b>			<b>12/15/2014</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>RESTON, VA 20190</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/31/2015	3/31/2015	F		1150	D	\$6.44	56579 (4)(5)	D	
Class A Common Stock	3/31/2016	3/31/2016	F		1371	D	\$1.79	55208 (5)	D	
Class A Common Stock	3/6/2017		A		65000 (1)	A	\$0.00	120208 (5)	D	
Class A Common Stock	4/6/2017		P		24998	A	\$1.00	145206 (5)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.97							2/12/2010	2/12/2020	Class A Common Stock	35714		35714 (5)	D	
Employee Stock Option (right to buy)	\$7.00							12/15/2011	12/31/2017	Class A Common Stock	14285		14285 (5)	D	
Employee Stock Option (right to buy)	\$13.23							(3)	12/13/2023	Class A Common Stock	10714		10714 (5)	D	
Employee Stock Option (right to buy)	\$7.63	12/11/2014		A		3572		(2)	12/11/2024	Class A Common Stock	3572	\$0.00	3572 (5)	D	
Employee Stock Option (right to buy)	\$2.14	3/6/2017		A		32500		(6)	3/6/2027	Class A Common Stock	32500	\$0.00	32500 (5)	D	

### Explanation of Responses:

- The stock awards were granted on March 6, 2017, and vest in four equal installments commencing in March 2018.
- The options vest in four annual equal installments commencing in December 2015.
- The options vest in four annual equal installments commencing in December 2014.
- Includes 21 shares of Class A Common Stock representing disposals in a prior year inadvertently omitted from previous filings.
- The totals listed in Column 5 of Table I and Column 9 of Table II of this Form 5 reflect a 7-for-1 reverse stock split that occurred with respect to Comstock's common stock on September 25, 2015.
- The options vest in four annual equal installments commencing in March 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Thompson Jubal R</b> <b>1886 METRO CENTER DRIVE, 4TH FLOOR</b> <b>RESTON, VA 20190</b>				<b>Secretary</b>

**Signatures**/s/ Jubal Thompson, by power of attorney4/10/2017

**\*\***Signature of Reporting Person

Date

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

\* 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).

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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