FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	<u>Co</u>	2. Issuer Name and Ticker or Trading Symbol Comstock Homebuilding Companies, Inc. [ CHCI]										5. Relationship of Reporting Person(s) to Issu (Check all applicable)  Director 10% Owr  X Officer (give title Other (sp				ner			
(Last) (First) (Middle) 11465 SUNSET HILLS ROAD, SUITE 510							3. Date of Earliest Transaction (Month/Day/Year) 07/06/2005										ief Accou	untin	below)	
(Street) RESTON VA 20190 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tab	le I - Non	-Deriva	ative	Se	curities	s Ac	quir	red, C	Disp	osed o	of, or B	enef	ficiall	y Owne	k			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)						ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		:, Ті С	Transaction Disp Code (Instr. 5)		Dispose	ities Acqu d Of (D) (l				es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
									С	Code	v	Amount	nt (A) or (D)		Price	Transac	Reported Transaction(s) Instr. 3 and 4)			(Instr. 4)
Class A Common Stock																16,	415 <sup>(1)</sup>		D	
		1	able II - I									sed of onverti				Owned		,		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date, 1	4. Transa Code (I 8)		n of		6. Date Exercisal Expiration Date (Month/Day/Year			Amount of		of es ng /e Sec	urity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	s S Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exerc	cisable		opiration	Title	or Nu of	mber ares					
Employee Stock Option (right to buy)	\$23.9	07/06/2005			A		6,849		(	(2)	07	7/05/2015	Class A Common Stock	6,	849	(3)	6,849		D	

## **Explanation of Responses:**

- $1. \ Includes \ shares \ purchased \ pursuant \ to \ the \ Issuer's \ employee \ stock \ purchase \ plan.$
- 2. The options vest in four semi-annual equal installments, commencing on December 31, 2006.
- 3. Granted in consideration for services performed by the Reporting Person.

/s/ Jubal Thompson, by power of attorney 07/08/2005

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

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 Number.