

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Benson Gregory V</u> (Last) (First) (Middle) 11465 SUNSET HILLS ROAD, SUITE 510 (Street) RESTON VA 20190 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Comstock Homebuilding Companies, Inc. [CHCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2004	

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 Sock	12/17/2004		J ⁽¹⁾		1,000,000	A	(1)	1,000,000	D	
Class A Common Stock	12/17/2004		J ⁽¹⁾		350,083	A	(1)	350,083	I	By a limited liability company ⁽²⁾
Class B Common Stock ⁽³⁾	12/17/2004		J ⁽¹⁾		1,366,750	A	(1)	1,366,750	I	By a limited liability company ⁽²⁾

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Received in exchange for 3,854 shares of common stock of the issuer, in connection with the change in the capital structure of the issuer prior to its initial public offering. The 3,854 shares of common stock were cancelled and exchanged for 1,350,083 shares of Class A Common Stock and 1,366,750 shares of Class B Common Stock, all of which securities are reported herein. The change in the capital structure became effective on December 17, 2004, upon filing of the Amended and Restated Certificate of Incorporation of the issuer with the Secretary of State of the State of Delaware. The acquisitions of the 1,350,083 shares of Class A Common Stock and 1,366,750 shares of Class B Common Stock were exempt from Section 16(b) under Rule 16b-3 and other SEC rules.
- Clareth, LLC, an entity that is wholly owned by Gregory V. Benson.
- Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock at the option of the holder.

Jubal Thompson, by power of attorney 12/21/2004

** 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.

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.