

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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, FOURTH FLOOR  (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) Other (specify below) President and COO
	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Stock								885,678	D	
Class A Common Stock								350,083	I	Clareth, LLC <sup>(1)</sup>
Class A Common Stock	07/13/2010		J		8,129	A	\$0 <sup>(4)</sup>	8,129	I	By Investors Management, LC
Class B Common Stock								1,366,750	I	Clareth, LLC <sup>(1)</sup>

**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	Title	Amount or Number of Shares				
Stock Warrant (right to buy)	\$0.7	03/12/2010		A		250,000		03/12/2010	03/14/2015	Class A Common Stock	250,000	\$0 <sup>(2)</sup>	250,000	I	By Investors Management, LC
Stock Warrant (right to buy)	\$0.86	03/12/2010		A		6,000		03/12/2010	03/12/2015	Class A Common Stock	6,000	\$0 <sup>(3)</sup>	6,000	I	By I-Connect, LC

**Explanation of Responses:**

- These securities are owned directly by Clareth, LLC, a limited liability company wholly-owned by the Reporting Person.
- Acquired by the Reporting Person in connection with a privately negotiated transaction not involving the issuer.
- Granted to I-Connect, LC, a limited liability company wholly owned by the Reporting Person, by the Issuer in connection with the cancellation and forgiveness of certain indebtedness.
- Investors Management, LC, a limited liability company wholly owned by the Reporting Person, is a participant in a loan to the issuer. The lenders elected to receive their quarterly interest payment in shares of the issuer's Class A Common stock.

/s/ Jubal R. Thompson, by 07/13/2010  
power of attorney.  
 \*\* 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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