

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, 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 *
Conover Christopher L

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)
Chief Financial Officer

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2016

RESTON, VA 20190

(City) (State) (Zip)

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

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 | 03/31/2016 | | F | | 685 D \$ 1.79 | 4,400 | D |
| Class A Common Stock | 12/14/2016 | | A | | 20,000 (1) A \$ 0 | 24,400 | D |
| Class A Common Stock | 03/06/2017 | | A | | 25,000 (3) A \$ 0 | 49,400 | D |
| Class A Common Stock | 04/06/2017 | | P | | 25,000 A \$ 1 | 74,400 | D |

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) | \$ 2.14 | 03/06/2017 | | A | 32,500 | <u>(2)</u> 03/06/2027 | Class A Common Stock | 32,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Conover Christopher L 1886 METRO CENTER DRIVE, 4TH FLOOR RESTON, VA 20190 | Director 10% Owner Officer Chief Financial Officer |

Signatures

/s/ Jubal Thompson, by power of attorney
04/10/2017
Date

**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) The stock awards were granted on December 14, 2016, and vest in four equal installments commencing in December 2017.
- (2) The options vest in four annual equal installments commencing in March 2018.

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(3) The stock awards were granted on March 6, 2017, and vest in four equal installments commencing in March 2018.

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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