UNDERWOOD NANCY E

Form 4

October 01, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 *

UNDERWOOD NANCY E

2. Issuer Name and Ticker or Trading

Symbol

COMSTOCK RESOURCES INC

[CRK]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

09/29/2008

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

5300 TOWN AND COUNTRY

BLVD, SUITE 500

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FRISCO, TX 75034

(Instr. 3)

Stock

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

10% Owner

Other (specify

(A) Transaction(s) or (Instr. 3 and 4) Price

Code V Amount (D)

Common 09/29/2008

P 4,200 Α \$ 46 14,200 D

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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Directors Stock Options - 2005	\$ 20.92					05/16/2006	05/16/2010	Common Stock	10,000	
Directors Stock Options - 2006	\$ 32.44					05/10/2007	05/10/2012	Common Stock	10,000	
Directors Stock Options - 2007	\$ 29.49					11/03/2007	05/03/2012	Common Stock	10,000	
Directors Stock Options - 2008	\$ 54.36					11/13/2008	05/13/2013	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
coporting of the state of state of	Director	10% Owner	Officer	Other			
UNDERWOOD NANCY E 5300 TOWN AND COUNTRY BLVD SUITE 500 FRISCO, TX 75034	X						
Signatures							
Roland O. Burns (per 4/26/04 P.O.A.)	09/30/2	2008					
**Signature of Reporting Person	Dat	e					

Reporting Owners 2

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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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.