

COMSTOCK RESOURCES INC
Form 4
March 31, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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).

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 *
MARTIN CECIL E JR

2. Issuer Name and Ticker or Trading Symbol
COMSTOCK RESOURCES INC [CRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

5300 TOWN AND COUNTRY BLVD., SUITE 500

(Street)

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

FRISCO, TX 75034-

(City) (State) (Zip)

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 | | | |
| Common Stock | | | | | 11,399 | D | |
| Common Stock | 03/29/2006 | | M | V 10,000 A \$ 8.7 | 10,000 | I | Held by Spouse |
| Common Stock | 03/31/2006 | | M | V 10,000 D \$ 29.6216 | 0 | I (1) | Held by Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--------|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Directors Stock Options - 1997 | \$ 9.625 | | | | | | | 12/01/1997 | 12/01/2002 | Common Stock | 10 |
| Directors Stock Options - 2002 | \$ 8.7 | 03/29/2006 | | M | V | | 10,000 | 05/13/2002 | 06/01/2007 | Common Stock | 10 |
| Directors Stock Options - 2003 | \$ 12.15 | 03/31/2006 | | G | | | 10,000 | 05/19/2003 | 06/01/2008 | Common Stock | 10 |
| Directors Stock Options - 2003 | \$ 12.15 | 03/31/2006 | | G | | 10,000 | | 05/19/2003 | 06/01/2008 | Common Stock | 10 |
| Directors Stock Options - 2004 | \$ 18.17 | | | | | | | 05/10/2004 | 06/01/2009 | Common Stock | 10 |
| Directors Stock Options - 2005 | \$ 20.92 | | | | | | | 05/16/2006 | 05/16/2010 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN CECIL E JR 5300 TOWN AND COUNTRY BLVD. SUITE 500 | X | | | |

FRISCO, TX 75034-

Signatures

Roland O. Burns(per 1/20/95
P.O.A)

03/31/2006

__Signature of Reporting Person

Date

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) Held by Mr. Martin's wife.

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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