

MARTIN CECIL E JR
 Form 4
 December 20, 2004

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 *
 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)
 5300 TOWN AND COUNTRY
 BLVD., SUITE 500
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2004

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

FRISCO, TX 75034-

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

(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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	12/17/2004		M	V	10,000	A	\$ 6.6875	21,399	D	
Common Stock	12/17/2004		M	V	10,000	D	\$ 21.7745	11,399	D	

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

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 (9-02)

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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
Directors Stock Options - 1997	\$ 9.625					12/01/1997 12/01/2002	Common Stock 10,000
Directors Stock Options - 2000	\$ 6.6875	12/17/2004		M	V 10,000	05/16/2000 06/01/2005	Common Stock 10,000
Directors Stock Options - 2001	\$ 11.12					05/14/2001 06/01/2006	Common Stock 10,000
Directors Stock Options - 2002	\$ 8.7					05/13/2002 06/01/2007	Common Stock 10,000
Directors Stock Options - 2003	\$ 12.15					05/19/2003 06/01/2008	Common Stock 10,000
Directors Stock Options - 2004	\$ 18.17					05/10/2004 06/01/2009	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN CECIL E JR 5300 TOWN AND COUNTRY BLVD. SUITE 500 FRISCO, TX 75034-	X			

Signatures

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

12/20/2004

__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).

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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