

Report by Issuer of Securities Quoted on
 The Nasdaq Stock Market
 Filed pursuant to Section 13 or 15(d) of the
 Securities Exchange Act of 1934 and Rule 13a-17
 or 15d-17 thereunder.

COMSTOCK RESOURCES, INC.
 (Exact name of registrant as specified in charter)

5005 LBJ Freeway, Suite 1000, Dallas, Texas 75244
 (Address of principal executive offices)

(972) 701-2000
 (Registrant's Telephone No.)

CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of shares outstanding:

1. Title of Security	Common Stock
2. Number of shares outstanding before the change	17,679,869
3. Number of shares outstanding after the change	23,191,630
4. Effective date of change	November 25, 1996

5. Method of change - Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.)

Issuance of shares in connection with a public offering and conversion of 793,677 shares of the Series 1995 Convertible Preferred Stock.

6. Give brief description of transaction:

On November 25, 1996, the Company sold 4,000,000 shares in an underwritten public offering. In addition, holders of 793,677 shares of the Series 1995 Convertible Preferred Stock converted their shares into 1,511,761 shares of common stock which was sold in the offering.

Date December 5, 1996 /s/ROLAND O. BURNS

 Roland O. Burns
 Senior Vice President,
 Chief Financial Officer,
 Secretary, and Treasurer
 (Principal Financial and Accounting Officer)