

FORM 10-C

Report by Issuer of Securities Quoted on NASDAQ
Interdealer Quotation System

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)

(214) 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	15,757,254
3. Number of shares outstanding after the change	17,257,254
4. Effective date of change	September 16, 1996
5. Method of change - Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.)	

Conversion of Series 1994 Convertible Preferred Stock

6. Give brief description of transaction:

On September 16, 1996, the holders of 600,000 shares of the Series 1994 Convertible Preferred Stock elected to convert these shares into 1,500,000 shares of the Company's common stock.

Date September 16, 1996

/s/ROLAND O. BURNS

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