

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	13,724,754
3. Number of shares outstanding after the change	15,724,754
4. Effective date of change	July 11, 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 1994 Series B Convertible Preferred Stock

6. Give brief description of transaction:

On July 11, 1996, the Company converted the 1,000,000 shares of the 1994  
Series B Convertible Preferred Stock into 2,000,000 shares of the Company's  
common stock.

Date July 12, 1996

/s/ROLAND O. BURNS

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