

Comstock Mining Inc.
Form 4
December 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
WINFIELD JOHN V

(Last) (First) (Middle)

THE INTERGROUP CORPORATION, 10940 WILSHIRE BLVD., SUITE 2150

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Comstock Mining Inc. [LODE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Price			
Common Stock					1,008,477	D	
Common Stock					68,155	I	By Northern Comstock LLC

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
7 1/2% Series A-1 Convertible Preferred Stock	\$ 0.651	12/13/2012		S	651 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	1,000,000
7 1/2% Series A-1 Convertible Preferred Stock	\$ 0.651					<u>(2)</u> <u>(2)</u>	Common Stock	3,974,654
Warrants to Purchase Common Stock	\$ 4					<u>(3)</u> <u>(4)</u>	Common Stock	100,000
Warrants to Purchase Common Stock	\$ 3.5					<u>(3)</u> <u>(5)</u>	Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINFIELD JOHN V THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150 LOS ANGELES, CA 90024	X	X		

Signatures

/s/ John V.
Winfield

12/14/2012

__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) A total of 651 shares of 7 1/2% Series A-1 Convertible Preferred Stock ("A-1 Preferred") were sold in a private transaction at a price of \$3,364.06 per share. The sale was for the purpose of tax and financial planning and other tax related matters.

Each share of A-1 Preferred has a stated value of \$1,000 and can be converted into shares of Common Stock at the holder's election at a rate of \$0.651 per share (subject to certain adjustments). A-1 Preferred shares are convertible at any time after issuance and have no expiration, but the underlying shares of Common Stock are currently considered as restricted stock.
- (2) All Warrants are presently exercisable.
- (3) Warrants expire as follows: April 10, 2013 - 25,000 shares; June 7, 2013 - 25,000 shares; August 13, 2013 - 50,000 shares.
- (4) Warrants expire as follows: February 17, 2013 - 31,250 shares; April 20, 2013 - 31,250 shares; May 11, 2013 - 31,250 shares; June 9, 2013 - 31,250 shares; June 15, 2013 - 31,250 shares; and June 21, 2013 - 31,250 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.