

Comstock Mining Inc.
Form 4
October 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
10/22/2012

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7 1/2% Series A-1 Convertible Preferred Stock	\$ 0.651	10/22/2012		J	862.5 (1)	(2)	(2)	Common Stock	3,974,654
7 1/2% Series A-1 Convertible Preferred Stock	\$ 0.651					(2)	(2)	Common Stock	11,798,016
Warrants to Purchase Common Stock	\$ 4					(3)	(4)	Common Stock	100,000
Warrants to Purchase Common Stock	\$ 3.5					(3)	(5)	Common Stock	218,750

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 10/23/2012

__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) 862.5 shares of 7 1/2% Series A-1 Convertible Preferred Stock ("A-1 Preferred") issued by Comstock Mining, Inc. to Northern Comstock LLC as annual rent/royalty payment.
Each share of A-1 Preferred has a stated value of \$1,000 per share 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 anytime after issuance and have no expiration.
- (2) All Warrants are presently exercisable.
- (3) Warrants expire as follows: April 30, 2013 - 25,000 shares; June 7, 2013 - 25,000 shares; and August 13, 2013 - 50,000 shares.
- (5) Warrants expire as follow: December 9, 2012 - 31,250 shares; February 17, 2013 - 31,250 shares; April 20, 2013 - 31,250 shares; May 11, 2013 - 31,250 shares, June 9, 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.