

Edgar Filing: COMPRESSION INC - Form SC 13D/A

COMPRESSION INC  
Form SC 13D/A  
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 5)

Under the Securities Exchange Act of 1934

Comstock Resources, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

205768203  
(CUSIP Number)

Annabel M. Jones  
Assistant General Counsel - Corporate Affairs  
Two West Second Street  
Tulsa, Oklahoma 74103  
(918) 591-1006  
(918) 591-1718 (facsimile)

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

December 31, 2002  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition that is the subject of this Schedule 13D, and is filing this  
schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check  
the following box. [ ]

CUSIP No. 205768203

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- 1) Name of Reporting Persons I.R.S. Identification Nos. of Above  
Persons (entities only)  
  
Compression, Inc.; 73-1424038
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b) X
- 3) SEC Use Only
- 4) Source of Funds (See Instructions) AF
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items

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2(d) or 2(e)

- 6) Citizenship or Place or Organization - Oklahoma
- 7) Number of Shares Beneficially Owned by Each Reporting Person with Sole Voting Power - 2,791,450
- 8) Number of Shares Beneficially Owned by Each Reporting Person with Shared Voting Power - -0-
- 9) Number of Shares Beneficially Owned by Each Reporting Person with Sole Dispositive Power - 2,791,450
- 10) Number of Shares Beneficially Owned by Each Reporting Person with Shared Dispositive Power - -0-
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person - 2,791,450
- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]
- 13) Percent of Class Represented by Amount in Row (11)- 9.68%
- 14) Type of Reporting Person (See Instructions) CO

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- 1) Name of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only) - C. Philip Tholen
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) (b) X
- 3) SEC Use Only
- 4) Source of Funds (See Instructions) PF
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6) Citizenship or Place or Organization - Oklahoma
- 7) Number of Shares Beneficially Owned by Each Reporting Person with Sole Voting Power - 0
- 8) Number of Shares Beneficially Owned by Each Reporting Person with Shared Voting Power - 2,791,450
- 9) Number of Shares Beneficially Owned by Each Reporting Person with Sole Dispositive Power - 0
- 10) Number of Shares Beneficially Owned by Each Reporting Person with Shared Dispositive Power - 2,791,450

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- 11) Aggregate Amount Beneficially Owned by Each Reporting Person - 2,791,450
- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]
- 13) Percent of Class Represented by Amount in Row (11) - 9.68%
- 14) Type of Reporting Person (See Instructions) IN

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Amendment to Statement on Schedule 13D

This Amendment No. 5 to Statement on Schedule 13D (this "Amendment") amends the Statement on Schedule 13D dated September 1, 1998, as amended on September 10, 1998, September 14, 1998, October 19, 1998, and February 15, 2001 (the "Statement") of Compression, Inc., an Oklahoma corporation ("Compression") and a wholly-owned subsidiary of Samson Investment Company ("Samson"), and C. Philip Tholen, an individual ("Tholen") with respect to shares of the common stock, par value of \$.50 per share (the "Common Stock") of Comstock Resources, Inc., a Nevada corporation ("Issuer"). Capitalized terms used but not defined herein are defined in the Statement and are used herein with the same meanings ascribed thereto in the Statement.

Item 5. Interest in Securities of the Issuer

- (a) See Line 11 on cover page of this Form 13D for each of Compression and Mr. Tholen.
- (b) See Lines 7 through 10 on cover page of this Form 13D for each of Compression and Mr. Tholen.
- (c) The following chart sets forth the sales of Common Stock in Issuer made by Compression and Mr. Tholen since the filing date of the last amendment. All of such sales were made in brokerage transactions through the open market. The percentage of ownership disclosed below is based on 28,836,811 outstanding shares, the number of outstanding shares in Issuer as reported in Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002.

Compression has, since the last Amendment, sold the following shares of Common Stock in Issuer:

No. of Shares	Price Per Share	Date	Total Shares Owned	% Owned
-----	-----	-----	-----	-----
37,000	\$9.50	12/12/02	see below	see below
42,600	\$9.50	12/13/02	see below	see below
35,350	\$9.50	12/16/02	see below	see below
10,000	\$9.50	12/23/02	see below	see below
12,200	\$9.70	12/30/02	see below	see below
25,000	\$9.55	12/30/02	see below	see below
50,000	\$9.50	1/2/03	see below	see below

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300	\$9.60	1/2/03	see below	see below
25,000	\$9.60	1/3/03	see below	see below
3,200	\$9.70	1/3/03	see below	see below
600	\$9.71	1/3/03	see below	see below
800	\$9.72	1/3/03	see below	see below

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No. of Shares	Price Per Share	Date	Total Shares Owned	% Owned
-----	-----	-----	-----	-----
1,000	\$ 9.73	1/3/03	see below	see below
200	\$ 9.79	1/3/03	see below	see below
1,200	\$ 9.80	1/3/03	see below	see below
10,000	\$ 9.90	1/16/03	see below	see below
2,900	\$10.00	1/17/03	see below	see below
7,100	\$10.00	1/21/03	see below	see below
25,600	\$10.00	1/22/03	see below	see below
5,300	\$10.00	1/29/03	see below	see below
12,000	\$10.00	1/30/03	2,791,450	9.68

In addition, 10,000 shares of Common Stock in Issuer owned by Mr. Tholen were inadvertently omitted from the sale transactions reported in the last Amendment. The following transaction should have been reported.

No. of Shares	Price Per Share	Date	Total Shares Owned	% Owned
-----	-----	-----	-----	-----
10,000	\$5.50	3/30/00	0	0

As a result of this sale Mr. Tholen should no longer be considered part of the Compression group.

- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock.
- (e) Not applicable.

Item 7. Material to Be Filed as Exhibits

Exhibit No. 7.1 Power of Attorney from C. Philip Tholen (previously filed as Exhibit 7.1 to Schedule 13D filed by Compression on September 1, 1998)

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2003

Signature /s/ Dennis R. Neill  
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Name/Title: Dennis R. Neill  
President  
Compression, Inc.

Signature /s/ Dennis R. Neill  
-----  
Dennis R. Neill as Attorney-in-Fact  
for C. Philip Tholen