

COMCAST CORP

Form 4

November 09, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKE STEPHEN B

(Last) (First) (Middle)

**COMCAST CORPORATION, 1500
MARKET STREET**

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMCAST CORP [CMCSA]

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

11/08/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

COO & Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Special Common Stock ⁽¹⁾	11/08/2006		M	94,230 A	\$ 17.0882 228,294.0239	D	
Class A Special Common Stock ⁽¹⁾	11/08/2006		M	61,250 A	\$ 23.84 289,544.0239	D	
Class A Special Common Stock ⁽¹⁾	11/08/2006		M	11,540 A	\$ 17.3282 301,084.0239	D	

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Class A Special Common Stock <u>(2)</u>	11/08/2006	F	155,480	D	\$ 40.46	145,604.0239	D	
Class A Special Common Stock	11/08/2006	M	665,380	A	\$ 17.0882	665,380	I	By GRAT
Class A Special Common Stock	11/09/2006	S	665,380	D	\$ 40.3959 <u>(3)</u>	0	I	By GRAT
Class A Special Common Stock						23,071.92	I	By 401(k)

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

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SEC 1474
(9-02)

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 of Number of Shares
Option to Purchase <u>(4)</u>	\$ 17.0882	11/08/2006		M	94,230	<u>(5)</u> 06/03/2008	Class A Special Common Stock 94,230
Option to Purchase <u>(4)</u>	\$ 17.3282	11/08/2006		M	11,540	<u>(5)</u> 06/03/2008	Class A Special Common Stock 11,540
Option to Purchase <u>(4)</u>	\$ 23.84	11/08/2006		M	61,250	<u>(5)</u> 10/26/2012	Class A Special Common Stock 61,250

Option to								Class A	
Purchase	\$ 17.0882	11/08/2006	M	665,380	<u>(5)</u>	06/03/2008		Special	665,380
<u>(4)</u>								Common	
								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE STEPHEN B COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102			COO & Executive Vice President	

Signatures

/s/ Burke,
Stephen B. 11/09/2006

**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) Shares acquired upon exercise of options.
- (2) Shares delivered for payment of option exercise price and tax liability.
- (3) These shares were all sold on November 9, 2006, at prices ranging from \$40.33 to \$40.45 per share.
- (4) This is an option to purchase Class A Special Common Stock.
- (5) This option is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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