

COMCAST CORP
Form 4
March 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
COHEN DAVID L

(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)
01/02/2008

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	03/09/2008		M		67,500	A	\$ 0	90,490.4988	D	
Class A Common Stock ⁽²⁾	03/09/2008		F		26,132	D	\$ 19.67	64,358.4988	D	
Class A Common Stock ⁽¹⁾	03/10/2008		M		21,038	A	\$ 0	85,396.4988	D	
Class A Common	03/10/2008		F		9,214	D	\$ 19.39	76,182.4988	D	

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Stock ⁽²⁾

Class A
Special
Common
Stock ⁽³⁾

01/02/2008 M 7,500 A \$ 0 8,291.203 D

Class A
Special
Common
Stock ⁽²⁾

01/02/2008 F 2,421 D \$ 17.66 5,870.203 D

Class A
Common
Stock

37,966 I By GRAT

Class A
Special
Common
Stock

19,665 I By GRAT

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

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(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 or Number of Shares
Restricted Shares	<u>(4)</u>	01/02/2008		M	7,500	<u>(5)</u> <u>(5)</u>	Class A Special Common Stock 7,500
Restricted Stock Units	<u>(6)</u>	03/09/2008		M	67,500	<u>(7)</u> <u>(7)</u>	Class A Common Stock 67,500
Restricted Stock Units	<u>(6)</u>	03/10/2008		M	21,038	04/10/2007 <u>(8)</u> <u>(8)</u>	Class A Common Stock 21,038

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN DAVID L COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102			Executive Vice President	

Signatures

By: Arthur R. Block, Attorney-in-fact for David L. Cohen 03/11/2008

__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 on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Shares acquired on the vesting of restricted shares.
- (4) Each restricted share represents a contingent right to receive one share of Class A Special Common Stock.
On 7/1/02, the Reporting Person was granted 20,000 restricted shares of Class A Special Common Stock, which vested in four equal annual installments beginning 1/2/03 and had previously been reported as shares of Class A Special Common Stock directly owned on Table I of Form 4. As a result of a recent amendment to the plan pursuant to which the grant was issued, the 10,000 unvested restricted shares may now be paid in cash or in shares at the election of the Reporting Person, and therefore should now be reported on Table II.
- (5) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (6) The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 1st, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 9, 2004), respectively.
- (7) The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 13th-month, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 10, 2006), respectively.
- (8)

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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