

COMCAST CORP
Form 4
May 27, 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 *
BURKE STEPHEN B

(Last) (First) (Middle)

**COMCAST CORPORATION, ONE
COMCAST CENTER**

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2008

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)
COO & Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Special Common Stock ⁽¹⁾	05/22/2008		M		8,655	A	\$ 11.5521
Class A Special Common Stock ⁽¹⁾	05/22/2008		M		291,345	A	\$ 11.3921
Class A Special Common Stock ⁽²⁾	05/22/2008		F		211,581	D	\$ 21.87
							235,758.5159

Class A Special Common Stock	05/23/2008	S	180,000	D	\$ 21,6706 <u>(3)</u>	55,758.5159	D	
Class A Special Common Stock						34,607.881	I	By 401(k)

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

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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	\$ 11.5521	05/22/2008		M	8,655	<u>(4)</u>	06/03/2008	Class A Special Common Stock	8,655
Option to Purchase	\$ 11.3921	05/22/2008		M	291,345	<u>(4)</u>	06/03/2008	Class A Special Common Stock	291,345

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURKE STEPHEN B COMCAST CORPORATION ONE COMCAST CENTER PHILADELPHIA, PA 19103	COO & Executive Vice President

Signatures

/s/ Burke,
Stephen B.

05/27/2008

__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 upon exercise of options.
 - (2) Shares delivered for payment of option exercise price and tax liability.
 - (3) These shares were all sold on May 23, 2008 at prices ranging from \$21.60 to \$21.80 per share.
 - (4) 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. 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.