

COMCAST CORP

Form 4

May 19, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLOCK ARTHUR R

(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)
05/15/2008

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 ____ Other (specify
below) below)

SVP, GC and Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/15/2008		S		2,000	D	\$ 22.173 20,436
Class A Common Stock	05/15/2008		S		8,800	D	\$ 22.17 11,636
Class A Common Stock	05/15/2008		S		2,501	D	\$ 22.16 9,135
Class A Special	05/15/2008		M		240,000	A	\$ 281,133 11.2916

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Common
Stock ⁽¹⁾

Class A
Special
Common
Stock ⁽²⁾

05/15/2008

F

164,204

D

\$ 21.67

116,929

D

Class A
Special
Common
Stock

05/15/2008

S

5,300

D

\$ 21.91

111,629

D

Class A
Special
Common
Stock

05/15/2008

S

9,670

D

\$ 21.9

101,959

D

Class A
Special
Common
Stock

05/15/2008

S

11,012

D

\$ 21.89

90,947

D

Class A
Special
Common
Stock

05/15/2008

S

1,100

D

\$ 21.88

89,847

D

Class A
Special
Common
Stock

05/15/2008

S

9,061

D

\$ 21.87

80,786

D

Class A
Special
Common
Stock

05/15/2008

S

39,653

D

\$ 21.86

41,133

D

Class A
Special
Common
Stock

4,446

I

By
daughter

Class A
Special
Common
Stock

4,683

I

By son

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

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SEC 1474
(9-02)

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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 or Number of Shares
Option to Purchase ⁽³⁾	\$ 11.2916	05/15/2008		M	240,000	⁽⁴⁾ 06/15/2008	Class A Special Common Stock 240,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BLOCK ARTHUR R COMCAST CORPORATION ONE COMCAST CENTER PHILADELPHIA, PA 19103	SVP, GC and Secretary

Signatures

/s/ Arthur R.
Block 05/19/2008

__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) This is an option to purchase Class A Special Common Stock.
- (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.
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