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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 10, 2002

Comcast Corporation
(Exact Name of Registrant
as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation)

0-6983 (Commission File Number)	23-1709202 (IRS Employer Identification No.)
1500 Market Street Philadelphia, PA (Address of Principal Executive Offices)	19102-2148 (Zip Code)

(215) 665-1700
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events.

On July 10, 2002, Comcast Corporation issued a press release announcing shareholder approval of the AT&T Comcast transaction. The press release is attached hereto as Exhibit 99.1.

Item 7(c). Exhibits.

Exhibit Number	Description
99.1	Comcast Corporation press release dated July 10, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Comcast Corporation

Date: July 10, 2002

By /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

EXHIBIT 99.1

Comcast PRESS RELEASE

Contact: Karen Dougherty Buchholz - 215-981-8520

FOR IMMEDIATE RELEASE

AT&T COMCAST MERGER PROCEEDING ON SCHEDULE

Comcast Shareholders Approve Merger, Over 90% of Local Transfers Obtained

PHILADELPHIA, (Wednesday, July 10, 2002) - Today in Philadelphia, shareholders of Comcast Corporation approved the merger of Comcast and AT&T Broadband, and at the shareholder meeting it was announced that Comcast and AT&T are on schedule to obtain community franchise transfers in time for the merger to close during the fourth quarter of 2002.

"We proposed the creation of AT&T Comcast because it offers many benefits to customers and shareholders, and I'm pleased to announce today that we have taken a major step forward towards the creation of this new company," said Comcast President Brian L. Roberts.

In addition to shareholder approval, more than 90% of the communities (representing 80% of subscribers) that are reviewing the transfer of their franchise to AT&T Comcast have approved the transfer.

The merger received the necessary votes for approval with approximately 99.8% of the votes cast by Comcast shareholders in favor of the merger and 99.8% of the votes cast in favor of the corporate governance provisions of the new company's charter. The company's Class A shareholders by a required separate class vote approved the "preferred" capital structure for the new company, with approximately 96.7% of the votes cast approving.

Closing of the merger also is conditioned upon the receipt of certain federal regulatory approvals. Slides from today's shareholder meeting presentation will be available within 24 hours on Comcast's investor relations website at www.cmcsk.com.

This press release contains forward-looking statements. Readers are cautioned that such forward-looking statements involve risks and uncertainties that could significantly affect actual results from those expressed in any such forward-looking statements. Readers are directed to Comcast's Quarterly Report on Form 10-Q for a description of such risks and uncertainties.

About Comcast

Comcast Corporation (www.comcast.com) is principally involved in the development, management and operation of broadband cable networks, and in the provision of electronic commerce and programming content. Comcast Cable is the third largest cable company in the United States serving more than 8.5 million cable subscribers. Comcast's commerce and content businesses include majority ownership of QVC, Comcast-Spectacor, Comcast SportsNet, The Golf Channel, Outdoor Life Network, G4, a controlling interest in E! Networks, and other programming investments. Comcast's Class A Special and Class A Common Stock are traded on The Nasdaq Stock Market under the symbols CMCSK and CMCSA, respectively.

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