

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SMITH LAWRENCE S</u> (Last) (First) (Middle) <u>COMCAST CORPORATION</u> <u>1500 MARKET STREET</u> (Street) <u>PHILADELPHIA PA</u> <u>19102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP [CMCSA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Co-CFO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	10/31/2006		G	V	25,000	D	\$0	100,332.818	D	
Class A Special Common Stock ⁽¹⁾	11/02/2006		M		42,000	A	\$9.1875	142,332.818	D	
Class A Special Common Stock ⁽¹⁾	11/02/2006		M		34,098	A	\$14.9375	176,430.818	D	
Class A Special Common Stock ⁽²⁾	11/02/2006		F		68,598	D	\$40	107,832.818	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase ⁽³⁾	\$14.9375	03/23/2006		G	V		7,902	(4)	01/09/2008	Class A Special Common Stock	7,902	\$0	34,098	D	
Option to Purchase ⁽³⁾	\$32.8437	08/18/2006		G	V		19,206	05/01/2009	05/01/2009	Class A Special Common Stock	19,206	\$0	80,794	D	
Option to Purchase ⁽³⁾	\$37.5625	08/18/2006		G	V		13,461	06/01/2010	06/01/2010	Class A Special Common Stock	13,461	\$0	786,539	D	
Option to Purchase ⁽³⁾	\$9.1875	11/02/2006		M			42,000	(4)	02/05/2007	Class A Special Common Stock	42,000	\$0	0.0000	D	
Option to Purchase ⁽³⁾	\$14.9375	11/02/2006		M			34,098	(4)	01/09/2008	Class A Special Common Stock	34,098	\$0	0.0000	D	

Explanation of Responses:

- 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.

Remarks:

/s/ Smith, Lawrence S. 11/06/2006
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

