

☐ 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

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>BLOCK ARTHUR R</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><u>SVP, GC and Secretary</u></div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 ⁽¹⁾	03/09/2006		M		1,500	A	\$0	1,500	D	
Class A Common Stock ⁽²⁾	03/09/2006		F		1,500	D	\$0	0.0000	D	
Class A Special Common Stock	01/11/2006		G		1,768	D	\$0	39,254	D	
Class A Special Common Stock								1,594	I	By Daughter
Class A Special Common Stock								1,594	I	By Son

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⁾	\$26.25	03/10/2006		A		62,000		03/10/2007 ⁽⁴⁾	03/09/2016	Class A Common Stock	62,000	\$0	62,000	D	
Restricted Stock Units	⁽⁵⁾	03/09/2006		M			1,500	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	1,500	\$0	7,000	D	
Restricted Stock Units	⁽⁵⁾	03/10/2006		A		24,700		04/10/2007 ⁽⁷⁾	⁽⁷⁾	Class A Common Stock	24,700	\$0	24,700	D	

Explanation of Responses:

1. Shares acquired on the vesting of restricted shares.
2. Shares withheld for payment of tax liability.
3. This is an option to purchase Class A Common Stock.
4. The date of grant was March 10, 2006, and the shares vest as follows: 30% vests on the 2nd anniversary of the date of grant; an additional 15% vests on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% vests on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.
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.

Remarks:

/s/ Block, Arthur R.
** Signature of Reporting Person

03/13/2006
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.