SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| | | | () | . , | | | | | |
|--|-------|---|--------------------|--|--|--------------------------------------|--|---|--|
| SHELL JEFF | | 2. Date of Event Requiring Statement (Month/Day/Year) 02/19/2020 | | | | | | | |
| (Last) (First) ONE COMCAST CE | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | | X Officer (give title below) | Other (spe below) | | ndividual or Join blicable Line) | t/Group Filing (Check | |
| (Street) | | | CEO - NBCUniversal | | | X Form filed by One Reporting Person | | | |
| PHILADELPHIA PA | 19103 | | | | | | Form filed b Reporting P | y More than One erson | |
| (City) (State) | (Zip) | | | | | | | | |
| | | Table I - No | n-Derivat | tive Securities Beneficial | ly Owned | | | | |
| 1. Title of Security (Instr. 4) | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | | . Nature of Indirect Beneficial Ownership Instr. 5) | | |
| Class A Common Stock | | | | 297,180.971 | D | | | | |
| | (e. | | | e Securities Beneficially ants, options, convertible | | s) | | | |
| 1. Title of Derivative Security (Instr. 4) | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4 | | 4. Conversior or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | Date Exercisable | Expiration Date | n Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | |
| Option to Purchase | | (1) | 03/24/2021 | Class A Common Stock | 310,000 | 12.51 | D | | |
| Option to Purchase | | (2) | 12/19/2029 | Class A Common Stock | 303,040 | 44.09 | D | | |
| Restricted Stock Units | | (3) | (3) | Class A Common Stock | 295,665 | 0 ⁽⁴⁾ | D | | |

Explanation of Responses:

1. The options were granted on March 25, 2011 and become exercisable as follows: 30% becomes exercisable on the 2nd anniversary of the date of grant, an additional 15% on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.

2. The options were granted on December 20, 2019 and become exercisable as follows: 30% becomes exercisable on the 2nd anniversary of the date of grant; an additional 15% on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.

3. 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 the grant. The original dates of the grant are March 2, 2015, March 1, 2016, March 1, 2017, March 1, 2018, March 1, 2019 and December 20, 2019.

4. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Elizabeth Wideman,

02/25/2020

** Signature of Reporting Person

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 5 (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.

Attorney-in-fact

Date

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Thomas J. Reid and Elizabeth Wideman, as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder of Comcast Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes all other powers of attorney previously executed by the undersigned in respect of the subject matter described herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February, 2020.

Signature: /s/ Jeff Shell

Name: Jeff Shell