

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 7, 1999

COMCAST CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

000-06983

23-1709202

(State or other jurisdiction
of incorporation)

(Commission
file number)

(IRS employer
identification no.)

1500 Market Street, Philadelphia, PA

19102-2148

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 665-1700

ITEM 5. OTHER EVENTS

On July 7, 1999, Comcast Corporation completed the sale of its indirect wholly-owned subsidiary, Comcast Cellular Corporation ("Comcast Cellular") to SBC Communications Inc. for \$361.1 million in cash and the assumption of \$1.315 billion of Comcast Cellular debt.

As of March 31, 1999, Comcast Cellular provided telephone communications services pursuant to licenses granted by the Federal Communications Commission to more than 862,000 subscribers in and around the City of Philadelphia, the state of Delaware and a significant portion of the State of New Jersey.

SIGNATURE

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, thereunto duly authorized.

COMCAST CORPORATION

Dated: July 22, 1999

By: /s/ Joseph J. Euteneuer

Vice President and Corporate Controller