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): March 2, 2000

COMCAST CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania	0-6983	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 2. Acquisition or Disposition of Assets

On March 2, 2000, Comcast Corporation ("Comcast") announced that it had completed the acquisition by merger of Jones Intercable, Inc., an indirect controlled subsidiary of Comcast ("Jones"). Each former Jones shareholder is entitled to receive 1.4 shares of Comcast Class A Special Common Stock for each share of Jones. In the merger, Comcast issued 58.9 million shares of its Class A Special Common Stock and acquired the 60.4% of the stock of Jones that it did not previously own. As a result, Jones has been merged with and into Comcast JOIN Holdings, Inc., a wholly owned subsidiary of Comcast.

A press release announcing the completion of the merger was issued by Comcast on March 2, 2000. The information contained in the press release is incorporated herein by reference. The press release is attached hereto as Exhibit 99.1.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits:

10.1 Agreement and Plan of Merger among Jones Intercable, Inc., Comcast Corporation and Comcast JOIN Holdings, Inc., dated as of December 22, 1999 (incorporated by reference to Appendix A to Comcast Corporation's Registration Statement on Form S-4, as amended, filed on January 26, 2000).

99.1 Press Release dated March 2, 2000.

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.

Dated: March 3, 2000

COMCAST CORPORATION

By: /s/ Joseph J. Euteneuer
Joseph J. Euteneuer
Vice President and
Corporate Controller

EXHIBIT INDEX

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99.1	Press Release dated March 2, 2000.

Contact:
Ken Mikalauskas, Vice President, Finance (215) 981-7541
Kelley Claypool, Manager, Investor Relations (215) 655-8016

FOR IMMEDIATE RELEASE

COMCAST COMPLETES ACQUISITION OF JONES INTERCABLE, INC.

Philadelphia, PA - March 2, 2000: Comcast Corporation (NASDAQ:CMCSK, CMCSA) announced today that it has completed the acquisition by merger of Jones Intercable, Inc. (NASDAQ: JOIN, JOINA), previously a publicly-traded controlled subsidiary of Comcast. Each former Jones shareholder will receive 1.4 shares of Comcast Class A Special Common Stock (CMCSK) for each share of Jones Intercable, Inc. (JOIN and JOINA). In the merger, Comcast issued approximately 58.9 million shares of its Class A Special Common Stock and acquired the 60.4% of the stock of Jones Intercable, Inc., that it did not previously own. As a result, Jones Intercable, Inc. has been merged with and into Comcast JOIN Holdings, Inc., a wholly-owned subsidiary of Comcast.

With the recent acquisition of Lenfest Communications, Inc. and other pending transactions, Comcast Cable will serve over 8.2 million customers. More than four million of these customers will be located in the Mid-Atlantic region, stretching from New Jersey to suburban Washington, D.C. Comcast views geographic consolidation of key markets as critically important to the company's future, enhancing its ability to offer expanded digital video and high-speed Internet access services to its customers and helping accelerate deployment of future services, such as residential and commercial telephone, through its networks.

Comcast Corporation (www.comcast.com) is principally involved in the development, management and operation of broadband cable networks and the provision of programming content through its consolidated subsidiaries including QVC, Comcast- Spectacor, Comcast SportsNet and E! Entertainment Television and through other programming investments.

Comcast's Class A Special Common Stock and Class A Common Stock are traded on the Nasdaq Stock Market under the symbols CMCSK and CMCSA, respectively.

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