FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | | | | |
| l | Estimated average burden | | | | | | | | | | | |
| l | hours por rosponso: | 0.5 | | | | | | | | | | |

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

| 1. Name and Address of Reporting Person* BRODSKY JULIAN A | | | | | | | 2. Issuer Name and Ticker or Trading Symbol COMCAST CORP [CMCSA] | | | | | | | | g Perso | Person(s) to Issuer 10% Owner | |
|---|--|--|--|--|--|---|--|--|--|--|---|--|---|--|--|--|---|
| (Last) (First) (Middle) COMCAST CORPORATION ONE COMCAST CENTER | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/27/2008 | | | | | | | | below) | | Eiling | below) | |
| (Street) PHILADELPHIA PA 19103 | | | | | | snume | eni, Dale (| or Origini | ai File | u (Montii/Da | Line | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | |
| | Та | ble I - N | on-Dei | rivativ | ve Se | ecur | ities Ac | quire | d, Di | sposed o | f, or Be | neficially | y Owned | | | | |
| Da | | | | | Execution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar | | | Securitie Benefici Owned F | es ally Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transact | tion(s) | | | (Instr. 4) |
| Class A Special Common Stock ⁽¹⁾ 05/27/2 | | | | | | | | М | | 750,000 | A | \$11.291 | 6 1,63 | 3,889 | | D | |
| Class A Special Common Stock ⁽²⁾ 05/27/ | | | | | | | | | | 569,655 | D | \$21.59 | 1,06 | 4,234 | | D | |
| Class A Special Common Stock 02/28/2 | | | | | | | | G | V | 21,599 | D | \$0 | 324 | 1,693 | | | By GRATs |
| Class A Special Common Stock | | | | | | | | | | | | | 539 |),553 | | | By Trusts |
| | | Table II | | | | | | | | | | | Owned | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | | | | | | Expiration Da | | te | of Securiti Underlying Derivative | ies g Security | 8. Price of Derivative Security (Instr. 5) | derivative Securitie Beneficia Owned Following Reported | e s ally | Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | | |
| \$11.2916 05/27/2008 | | M | | | 750,000 | (3) | | 06/16/2008 | Class A Special Common Stock | 750,000 | \$0 | 0.0000 | | D | | | |
| | (F. ST CORPO OMCAST C | (First) ST CORPORATION MCAST CENTER ELPHIA PA (State) Ta Special Common Stock Special Common Stock Special Common Stock Conversion or Exercise Price of Privative Security Security Security Security ST CORPORATION (State) Ta Special Common Stock Spec | (First) (Middle) ST CORPORATION MCAST CENTER ELPHIA PA 19103 (State) (Zip) Table I - Note of the property o | (First) (Middle) ST CORPORATION MCAST CENTER ELPHIA PA 19103 (State) (Zip) Table I - Non-De Security (Instr. 3) Special Common Stock Special Common Stock Table II - Deriv (e.g. Conversion or Exercise Price of Piceroyative Security Security Security STATEM ST | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative (e.g., puts) Special Common Stock Table II - Derivative (e.g., puts) Conversion or Exercise Price of Derivative Security Code (Month/Day/Year) SKY JULIAN A (Middle) 3. (Middle) 3. (A. 4. 4. 5. 6. 6. 7. 7. 7. 7. 8. 8. 8. 8. 8. 8 | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) Common Stock Special Common Stock Special Common Stock Table II - Derivative Security (Page 1) Special Common Stock Table II - Derivative Security (Page 2) Special Common Stock Table II - Derivative Security (Page 2) Special Common Stock Table II - Derivative Security (Page 3) Special Common Stock Table II - Derivative Security (Page 3) Special Common Stock Table II - Derivative Security (Page 3) Special Common Stock Table II - Derivative Security (Page 3) Special Common Stock Table II - Derivative Security (Page 3) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Table II - Derivative Security (Page 4) Special Common Stock Conversion of Execution Date, if any (Month/Day/Year) Code (Instr. 8) | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative Secur Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Special Common Stock Table II - Derivative Security (e.g., puts, calls, words) 2. Transaction Date (Month/Day/Year) Special Common Stock Table II - Derivative Security (e.g., puts, calls, words) A. Deemed Execution Date, (a.g., puts, calls, words) Special Common Stock Table II - Derivative Security (e.g., puts, calls, words) A. Transaction Code (Instr. 8) Security Code V (A) | (First) (Middle) (First) (Middle) (ST CORPORATION (MCAST CENTER (State) (Zip) Table I - Non-Derivative Securities Acquiring Special Common Stock (Month/Day/Year) (Special Common Stock Table II - Derivative Securities Acquiring Special Common Stock Table II - Derivative Securities Acquiring Special Common Stock Table II - Derivative Securities Acquiring Special Common Stock Table II - Derivative Securities Acquiring Special Common Stock Table II - Derivative Securities Acquiring Special Common Stock Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Special Common Stock Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Special Common Stock Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code (Instr. 3, 4 and 5) Code V (A) (D) | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative Securities Acquired (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of Execution Date, (if any (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. If Amendment, Date of Origin 2. Transaction Date (Execution Date, (if any (Month/Day/Year) 5. Number of Date (e.g., puts, calls, warrants, optic (month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date (Month/Day/Year) 6 | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative Securities Acquired, Discourity (Instr. 3) Table I - Non-Derivative Securities Acquired, Discourity (Instr. 3) Table I - Non-Derivative Securities Acquired, Discourity (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Discouried (Month/Day/Year) Special Common Stock Table II - Derivative Securities Acquired, Discouried (Special Common Stock Table II - Derivative Securities Acquired, Discouried (Month/Day/Year) Table II - Derivative Securities Acquired, Discouried (Special Common Stock Table II - Derivative Securities Acquired, Discouried (Month/Day/Year) Table II - Derivative Securities Acquired, Discouried (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table Month/Day/Year) Code V (A) (D) Date Exercisable | (First) (Middle) ST CORPORATION MCAST CENTER Table I - Non-Derivative Securities Acquired, Disposed of General Common Stock Table I - Non-Derivative Securities Acquired (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) 3. Transaction Code (Instr. Special Common Stock 3. Deemed Execution Date (Month/Day/Year) 3. Transaction Code (Instr. Special Common Stock 4. Securities Acquired, Disposed of General Code (Instr. Special Common Stock 05/27/2008 M 750,000 | (First) (Middle) ST CORPORATION MCAST CENTER SELPHIA PA | (Christ) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) | COMCAST CORP [CMCSA] (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (ST CORPORATION (MICAST CENTER) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/ | COMCAST CORP [CMCSA] (Check all applicable) X Director Officer (give title Delow) Officer (give title Officer (give title Officer) Officer) Officer (give title Officer) Officer (give title Officer) Officer) Officer (give title Officer) Officer (give title Officer | Common Stock Comm | Commonstock Commonstock |

Explanation of Responses:

- 1. Shares acquired upon exercise of options.
- 2. Shares delivered for payment of option exercise price and tax liability.
- ${\it 3. This option is immediately exercisable.}$

Remarks:

By: Michael J. Angelakis,
Attorney-in-fact for Julian A. 05/28/2008
Brodsky.

** 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).

 $Note: File \ three \ copies \ of \ this \ Form, \ one \ of \ which \ must \ be \ manually \ signed. \ If \ space \ is \ insufficient, \ see \ Instruction \ 6 \ for \ procedure.$

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.