

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>ONE COMCAST CENTER</u> (Street) <u>PHILADELPHIA PA</u> <u>19103</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP [CMCSA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP, GC and Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
<u>Class A Common Stock</u>	<u>03/27/2011</u>		<u>M</u>		<u>7,110</u>	<u>A</u>	<u>\$0.0000</u>	<u>48,845</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>03/27/2011</u>		<u>F</u>		<u>3,073</u>	<u>D</u>	<u>\$0.0000</u>	<u>45,772</u>	<u>D</u>	

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				
<u>Option to Purchase</u>	<u>\$25.02</u>	<u>03/25/2011</u>		<u>A</u>		<u>103,000</u>		<u>(1)</u>	<u>03/24/2021</u>	<u>Class A Common Stock</u>	<u>103,000</u>	<u>\$0.0000</u>	<u>103,000</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>\$0.0000⁽²⁾</u>	<u>03/25/2011</u>		<u>A</u>		<u>28,600</u>		<u>(3)</u>	<u>(4)</u>	<u>Class A Common Stock</u>	<u>28,600</u>	<u>\$0.0000</u>	<u>28,600</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>\$0.0000⁽²⁾</u>	<u>03/27/2011</u>		<u>M</u>			<u>7,110</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Common Stock</u>	<u>7,110</u>	<u>\$0.0000</u>	<u>21,490</u>	<u>D</u>	

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. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
3. 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 25, 2011), respectively.
4. These restricted stock units vest on the transaction date.

/s/ Arthur R. Block 03/28/2011
** 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.