

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

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1. Name and Address of Reporting Person* <u>COHEN DAVID L</u> (Last) (First) (Middle) <u>ONE COMCAST CENTER</u> (Street) <u>PHILADELPHIA PA 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>09/13/2011</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>Executive Vice President</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			
Class A Common Stock	09/13/2011		J ⁽¹⁾		35,242	D	\$0.0000	49,023.3038	D	
Class A Common Stock	09/13/2011		J ⁽¹⁾		35,242	A	\$0.0000	131,188	I	By Trust
Class A Common Stock								172,899	I	By GRATs

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				
Option to Purchase	\$17.9533	09/14/2011		G	V		17,325	(2)	11/10/2015	Class A Common Stock	17,325	\$0.0000	320,175	D	
Option to Purchase	\$17.5	09/14/2011		G	V		182,675	03/10/2007 ⁽³⁾	03/09/2016	Class A Common Stock	182,675	\$0.0000	88,125	D	
Option to Purchase	\$17.9533	09/14/2011		G	V	17,325		(2)	11/10/2015	Class A Common Stock	17,325	\$0.0000	17,325	I	By Trust
Option to Purchase	\$17.5	09/14/2011		G	V	182,675		03/10/2007 ⁽³⁾	03/09/2016	Class A Common Stock	182,675	\$0.0000	182,675	I	By Trust

Explanation of Responses:

1. The reporting person transferred 35,242 shares to a grantor trust of which his wife is a trustee and the beneficiaries are his immediate family members in exchange for a promissory note.

2. This option is immediately exercisable.

3. The date of grant was March 10, 2006, and the shares vest as follows: 30% vested on the 2nd anniversary of the date of grant; an additional 15% vested on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% vests on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.

Arthur R. Block, Attorney-in-fact 09/14/2011

** 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.