
**UNITED STATES
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): November 3, 2011

Comcast Corporation

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

001-32871
(Commission
File Number)

27-0000798
(IRS Employer
Identification No.)

**One Comcast Center
Philadelphia, PA**
(Address of Principal Executive Offices)

19103-2838
(Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Following over six years of outstanding service, Edward D. Breen, a member of the Board of Directors of Comcast Corporation (the “Company”), the Governance and Directors Nominating Committee and the Compensation Committee, informed the Company on November 3, 2011 that he would be resigning from the Board of Directors, effective November 11, 2011, for the reasons described in his resignation letter, which is attached as Exhibit 99.1.

Item 9.01(d). Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Resignation Letter from Edward D. Breen.

SIGNATURES

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 hereunto duly authorized.

COMCAST CORPORATION

Date: November 7, 2011

By: /s/ Arthur R. Block
Arthur R. Block
Senior Vice President, General Counsel and Secretary



Edward D. Breen
Chairman
Chief Executive Officer

Tyco International Ltd.
Freier Platz 10
Schaffhausen, CH-8200
Switzerland

Tel: +41 52 633 02 44
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November 3, 2011

Mr. Brian L. Roberts
Chairman and Chief Executive Officer
Comcast Corporation
One Comcast Center
1701 John F. Kennedy Boulevard
Philadelphia, PA 19103

Dear Brian:

As you know, Tyco International recently announced a plan to separate into three standalone companies. In addition to my day-to-day responsibilities as Tyco's Chairman and CEO, I will be devoting significant time and energy over the next 12 months to the selection of new boards of directors and management teams for the three companies and to ensuring their successful launch as independent public companies. Although I had hoped that I would be able to handle my Tyco responsibilities and still devote the proper time and attention required to be a director on the Comcast board, I regrettably have concluded that this is not the case at this time.

Additionally, while I will be stepping down as Tyco's chairman and CEO following the completion of the separation, I plan to remain involved with all three companies. I will serve on the boards of the flow control and fire and security companies and will be an advisor to the ADT North American residential security company. With Comcast's emerging presence in the residential security industry, I believe that it is appropriate for me to resign to avoid even the appearance of conflict between Comcast and what soon will be a standalone ADT home security company.

As a result, I am tendering my resignation from the Comcast board of directors, effective November 11, 2011. I would like to thank you, your management team and each member of the Board of Directors for the opportunity to serve on the board. Brian, you have a great management team, a great board and a great company. I have enjoyed my six plus years of service, and I wish you and the company continued success.

Warmest regards,

A handwritten signature in brown ink, appearing to read "Ed Breen".

Edward D. Breen

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