

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

[GRAPHIC OMITTED]

(Mark One):

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934.
For the fiscal year ended December 31, 1996.

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.
For the transition period from _____ to _____

Commission file number 0-6983

A. Full title of the plan and the address of the plan, if
different from that of the issuer named below:

THE COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

B. Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office:

Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148

COMCAST CORPORATION RETIREMENT-
INVESTMENT PLAN

Financial Statements as of December 31, 1996 and 1995
and for each of the Three Years in the Period Ended
December 31, 1996; Supplemental Schedules as of and for
the Year Ended December 31, 1996; and Independent
Auditors' Report

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Comcast Corporation Retirement-Investment Plan
Philadelphia, Pennsylvania

We have audited the accompanying statement of net assets available for benefits with fund information of the Comcast Corporation Retirement-Investment Plan (the "Plan") as of December 31, 1996 and 1995, and the related statement of changes in net assets available for benefits with fund information for each of the three years in the period ended December 31, 1996. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Comcast Corporation Retirement-Investment Plan as of December 31, 1996 and 1995, and the related changes in net assets available for benefits for each of the three years in the period ended December 31, 1996 in conformity with generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information by fund in the statement of net assets available for benefits with fund information and the statement of changes in net assets available for benefits with fund information is presented for the purpose of additional analysis of the basic financial statements rather than to present information regarding the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules on pages 12 and 13 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information by fund and supplemental schedules are the responsibility of the Plan's management. The supplemental information by fund and supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP
Philadelphia, Pennsylvania
June 13, 1997

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
DECEMBER 31, 1996 AND 1995

	Mutual Funds					
	Dodge and Cox Balanced Fund	Fidelity Blue Chip Growth Fund	Crabbe Huson Fund	PBHG Growth Fund	Ivy International Fund	Total Mutual Funds
DECEMBER 31, 1996						
ASSETS						
Investments, at fair or contract value	\$13,520,611	\$26,443,398	\$	\$ 3,483,526	\$ 2,303,811	\$45,751,346
Cash						
Loans receivable from participants	-----	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$13,520,611</u>	<u>\$26,443,398</u>	<u>\$</u>	<u>\$ 3,483,526</u>	<u>\$ 2,303,811</u>	<u>\$45,751,346</u>
DECEMBER 31, 1995						
ASSETS						
Investments, at fair or contract value	\$10,772,716	\$19,920,762	\$ 3,090,642	\$	\$	\$33,784,120
Cash						
Loans receivable from participants	-----	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$10,772,716</u>	<u>\$19,920,762</u>	<u>\$ 3,090,642</u>	<u>\$</u>	<u>\$</u>	<u>\$33,784,120</u>

	Comcast Stock Fund	Stable Value Fund	Total Investment Funds	Participant Loan Fund	Total
DECEMBER 31, 1996					
ASSETS					
Investments, at fair or contract value	\$ 19,858,161	\$ 31,205,073	\$96,814,580	\$	\$ 96,814,580
Cash	3,692,819		3,692,819		3,692,819
Loans receivable from participants	-----	-----	-----	4,658,990	4,658,990
	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$ 23,550,980 =====	\$ 31,205,073 =====	\$100,507,399 =====	\$ 4,658,990 =====	\$105,166,389 =====
DECEMBER 31, 1995					
ASSETS					
Investments, at fair or contract value	\$ 20,625,462	\$ 33,077,270	\$ 87,486,852	\$	\$ 87,486,852
Cash	726,095		726,095		726,095
Loans receivable from participants	-----	-----	-----	2,416,382	2,416,382
	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$ 21,351,557 =====	\$ 33,077,270 =====	\$ 88,212,947 =====	\$ 2,416,382 =====	\$ 90,629,329 =====

See notes to financial statements.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
YEAR ENDED DECEMBER 31, 1996

	Mutual Funds					
	Dodge and Cox Balanced Fund	Fidelity Blue Chip Growth Fund	Crabbe Huson Fund	PBHG Growth Fund	Ivy International Fund	Total Mutual Funds
ADDITIONS TO NET ASSETS						
ATTRIBUTED TO:						
Investment income:						
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$1,123,805	\$1,608,398	\$ 63,591	\$	\$ 162,970	\$2,958,764
Interest and dividends	570,737	1,799,338	108,042			2,478,117
	-----	-----	-----	-----	-----	-----
	1,694,542	3,407,736	171,633		162,970	5,436,881
	-----	-----	-----	-----	-----	-----
Contributions:						
Employee	1,776,306	3,555,790	470,359		490,235	6,292,690
Employer	678,511	1,351,871	144,218		146,388	2,320,988
	-----	-----	-----	-----	-----	-----
	2,454,817	4,907,661	614,577		636,623	8,613,678
	-----	-----	-----	-----	-----	-----
	4,149,359	8,315,397	786,210		799,593	14,050,559
	-----	-----	-----	-----	-----	-----
DEDUCTIONS FROM NET ASSETS						
ATTRIBUTED TO:						
Benefits paid to participants or beneficiaries	1,129,067	1,977,471	409,861		49,756	3,566,155
	-----	-----	-----	-----	-----	-----
	1,129,067	1,977,471	409,861		49,756	3,566,155
	-----	-----	-----	-----	-----	-----
Net increase (decrease) prior to interfund transfers	3,020,292	6,337,926	376,349		749,837	10,484,404
Loan repayments--principal	195,087	402,499	43,019		48,267	688,872
Loan withdrawals	(456,997)	(973,427)	(256,393)		(54,233)	(1,741,050)
Other interfund transfers	(10,487)	755,638	(3,253,617)	3,483,526	1,559,940	2,535,000
	-----	-----	-----	-----	-----	-----
Net increase (decrease)	2,747,895	6,522,636	(3,090,642)	3,483,526	2,303,811	11,967,226
NET ASSETS AVAILABLE						
FOR BENEFITS:						
Beginning of year	10,772,716	19,920,762	3,090,642			33,784,120
	-----	-----	-----	-----	-----	-----
End of year	\$13,520,611	\$26,443,398	\$	\$3,483,526	\$2,303,811	\$45,751,346
	=====	=====	=====	=====	=====	=====

	Comcast Stock Fund	Stable Value Fund	Total Investment Funds	Participant Loan Fund	Total
ADDITIONS TO NET ASSETS					
ATTRIBUTED TO:					
Investment income:					
Net realized and unrealized appreciation (depreciation) in fair value of investments	(\$ 324,354)	\$	\$ 2,634,410	\$	\$ 2,634,410
Interest and dividends	225,709	2,064,686	4,768,512		4,768,512
	(98,645)	2,064,686	7,402,922		7,402,922
Contributions:					
Employee	2,558,327	3,132,940	11,983,957		11,983,957
Employer	1,499,994	1,267,824	5,088,806		5,088,806
	4,058,321	4,400,764	17,072,763		17,072,763
	3,959,676	6,465,450	24,475,685		24,475,685
DEDUCTIONS FROM NET ASSETS					
ATTRIBUTED TO:					
Benefits paid to participants or beneficiaries	1,890,472	4,208,171	9,664,798	273,827	9,938,625
	1,890,472	4,208,171	9,664,798	273,827	9,938,625
Net increase (decrease) prior to interfund transfers	2,069,204	2,257,279	14,810,887	(273,827)	14,537,060
Loan repayments--principal	361,764	574,028	1,624,664	(1,624,664)	
Loan withdrawals	(801,711)	(1,598,338)	(4,141,099)	4,141,099	
Other interfund transfers	570,166	(3,105,166)			
Net increase (decrease)	2,199,423	(1,872,197)	12,294,452	2,242,608	14,537,060
NET ASSETS AVAILABLE					
FOR BENEFITS:					
Beginning of year	21,351,557	33,077,270	88,212,947	2,416,382	90,629,329
End of year	\$ 23,550,980	\$ 31,205,073	\$ 100,507,399	\$ 4,658,990	\$ 105,166,389

See notes to financial statements.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
YEAR ENDED DECEMBER 31, 1995

	Mutual Funds					
	Dodge and Cox Balanced Fund	Fidelity Blue Chip Growth Fund	John Hancock Balanced Stock and Bond Fund	John Hancock Diversified Stock Fund	Crabbe Huson Fund	Total Mutual Funds
ADDITIONS TO NET ASSETS						
ATTRIBUTED TO:						
Investment income:						
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$102,489	(\$286,269)	\$752,118	\$2,326,510	\$	\$2,894,848
Interest and dividends	234,723	541,784	171,428	188,496		1,136,431
Interest on employee loans and other	(28,887)	(108,826)	12,789	31,141		(93,783)
	-----	-----	-----	-----	-----	-----
	308,325	146,689	936,335	2,546,147		3,937,496
	-----	-----	-----	-----	-----	-----
Contributions:						
Employee	375,792	837,066	650,851	1,385,612		3,249,321
Employer	47,067	104,081	272,555	544,929		968,632
	-----	-----	-----	-----	-----	-----
	422,859	941,147	923,406	1,930,541		4,217,953
	-----	-----	-----	-----	-----	-----
Asset transfers:						
From Maclean Hunter Plans	2,523,951	2,835,762			3,090,642	8,450,355
From Storer Plan	1,484,842	4,527,668				6,012,510
	-----	-----	-----	-----	-----	-----
	4,008,793	7,363,430			3,090,642	14,462,865
	-----	-----	-----	-----	-----	-----
	4,739,977	8,451,266	1,859,741	4,476,688	3,090,642	22,618,314
	-----	-----	-----	-----	-----	-----
DEDUCTIONS FROM NET ASSETS						
ATTRIBUTED TO:						
Benefits paid to participants or beneficiaries	609		320,502	789,656		1,110,767
	-----	-----	-----	-----	-----	-----
	609		320,502	789,656		1,110,767
	-----	-----	-----	-----	-----	-----
Net increase prior to interfund transfers	4,739,368	8,451,266	1,539,239	3,687,032	3,090,642	21,507,547
Loan repayments--principal	32,072	69,503	72,799	152,112		326,486
Loan withdrawals			(132,256)	(109,710)		(241,966)
Other interfund transfers	6,001,276	11,399,993	(5,552,325)	(11,234,245)		614,699
	-----	-----	-----	-----	-----	-----
Net increase (decrease)	10,772,716	19,920,762	(4,072,543)	(7,504,811)	3,090,642	22,206,766
	-----	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE						
FOR BENEFITS:						
Beginning of year			4,072,543	7,504,811		11,577,354
	-----	-----	-----	-----	-----	-----
End of year	\$10,772,716	\$19,920,762	\$	\$	\$3,090,642	\$33,784,120
	=====	=====	=====	=====	=====	=====

	Comcast Stock Fund	Stable Value Fund	Total Investment Funds	Participant Loan Fund	Total
ADDITIONS TO NET ASSETS					
ATTRIBUTED TO:					
Investment income:					
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$2,715,659	(\$154,015)	\$5,456,492	\$	\$5,456,492
Interest and dividends	109,885	1,274,512	2,520,828		2,520,828
Interest on employee loans and other	44,156	(12,412)	(62,039)		(62,039)
	-----	-----	-----	-----	-----
	2,869,700	1,108,085	7,915,281		7,915,281
	-----	-----	-----	-----	-----
Contributions:					
Employee	2,196,172	2,310,106	7,755,599		7,755,599
Employer	773,874	662,818	2,405,324		2,405,324
	-----	-----	-----	-----	-----
	2,970,046	2,972,924	10,160,923		10,160,923
	-----	-----	-----	-----	-----
Asset transfers:					
From Maclean Hunter Plans		8,996,921	17,447,276		17,447,276
From Storer Plan	1,510,789	4,580,252	12,103,551	478,414	12,581,965
	-----	-----	-----	-----	-----
	1,510,789	13,577,173	29,550,827	478,414	30,029,241
	-----	-----	-----	-----	-----
	7,350,535	17,658,182	47,627,031	478,414	48,105,445
	-----	-----	-----	-----	-----
DEDUCTIONS FROM NET ASSETS					
ATTRIBUTED TO:					
Benefits paid to participants or beneficiaries	976,980	1,353,328	3,441,075	316,267	3,757,342
	-----	-----	-----	-----	-----
	976,980	1,353,328	3,441,075	316,267	3,757,342
	-----	-----	-----	-----	-----
Net increase prior to interfund transfers	6,373,555	16,304,854	44,185,956	162,147	44,348,103
Loan repayments--principal	291,009	315,103	932,598	(932,598)	
Loan withdrawals	(77,046)	(749,994)	(1,069,006)	1,069,006	
Other interfund transfers	(401,885)	(212,814)			
	-----	-----	-----	-----	-----
Net increase (decrease)	6,185,633	15,657,149	44,049,548	298,555	44,348,103
NET ASSETS AVAILABLE					
FOR BENEFITS:					
Beginning of year	15,165,924	17,420,121	44,163,399	2,117,827	46,281,226
	-----	-----	-----	-----	-----
End of year	\$21,351,557	\$33,077,270	\$88,212,947	\$2,416,382	\$90,629,329
	=====	=====	=====	=====	=====

See notes to financial statements.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS WITH FUND INFORMATION
YEAR ENDED DECEMBER 31, 1994

	Mutual Funds			
	John Hancock Balanced Stock and Bond Fund	John Hancock Diversified Stock Fund	Total Mutual Funds	Comcast Stock Fund
ADDITIONS TO NET ASSETS ATTRIBUTED TO:				
Investment income:				
Net realized and unrealized depreciation in fair value of investments	(\$262,323)	(\$274,997)	(\$537,320)	(\$7,658,351)
Interest and dividends	185,621	192,125	377,746	89,524
Interest on employee loans and other	12,046	19,078	31,124	78,131
	-----	-----	-----	-----
	(64,656)	(63,794)	(128,450)	(7,490,696)
	-----	-----	-----	-----
Contributions:				
Employee	930,447	1,534,428	2,464,875	1,679,063
Employer	328,960	622,645	951,605	821,427
	-----	-----	-----	-----
	1,259,407	2,157,073	3,416,480	2,500,490
	-----	-----	-----	-----
	1,194,751	2,093,279	3,288,030	(4,990,206)
	-----	-----	-----	-----
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:				
Benefits paid to participants or beneficiaries	218,667	342,900	561,567	1,452,869
	-----	-----	-----	-----
	218,667	342,900	561,567	1,452,869
	-----	-----	-----	-----
Net increase (decrease) prior to interfund transfers	976,084	1,750,379	2,726,463	(6,443,075)
Loan repayments--principal	77,439	146,856	224,295	269,063
Loan withdrawals	(194,272)	(203,210)	(397,482)	(200,647)
Other interfund transfers	50,659	192,485	243,144	945,380
	-----	-----	-----	-----
Net increase (decrease)	909,910	1,886,510	2,796,420	(5,429,279)
NET ASSETS AVAILABLE FOR BENEFITS:				
Beginning of year	3,162,633	5,618,301	8,780,934	20,595,203
	-----	-----	-----	-----
End of year	\$4,072,543	\$7,504,811	\$11,577,354	\$15,165,924
	=====	=====	=====	=====

	John Hancock Guaranteed Investment Fund	Total Investment Funds	Participant Loan Fund	Total
ADDITIONS TO NET ASSETS ATTRIBUTED TO:				
Investment income:				
Net realized and unrealized depreciation in fair value of investments	\$	(\$8,195,671)	\$	(\$8,195,671)
Interest and dividends	780,604	1,247,874		1,247,874
Interest on employee loans and other	53,084	162,339		162,339
	833,688	(6,785,458)		(6,785,458)
Contributions:				
Employee	1,780,033	5,923,971		5,923,971
Employer	255,873	2,028,905		2,028,905
	2,035,906	7,952,876		7,952,876
	2,869,594	1,167,418		1,167,418
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:				
Benefits paid to participants or beneficiaries	1,327,936	3,342,372		3,342,372
	1,327,936	3,342,372		3,342,372
Net increase (decrease) prior to interfund transfers	1,541,658	(2,174,954)		(2,174,954)
Loan repayments--principal	293,625	786,983	(786,983)	
Loan withdrawals	(714,770)	(1,312,899)	1,312,899	
Other interfund transfers	(1,188,524)			
Net increase (decrease)	(68,011)	(2,700,870)	525,916	(2,174,954)
NET ASSETS AVAILABLE FOR BENEFITS:				
Beginning of year	17,488,132	46,864,269	1,591,911	48,456,180
End of year	\$17,420,121	\$44,163,399	\$2,117,827	\$46,281,226

See notes to financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Comcast Corporation Retirement-Investment Plan (the "Plan") are presented using the accrual basis of accounting. Investments in mutual funds and the Comcast Stock Fund are carried at fair value. Fair value is determined by the last sale or closing price as of the last trading day of the Plan year for investments in securities traded on a matured securities exchange or the Nasdaq National Market. Investment contracts which are included in the Stable Value Fund are fully benefit-responsive and are carried at contract value. Contract value represents contributions made, plus interest at the contract rate and transfers, less distributions. Loans receivable from participants are valued at cost which approximates fair value. Net unrealized appreciation or depreciation in the financial statements reflects changes in fair value of investments held at year end, while net realized gains and losses associated with the disposition of investments are recorded as of the trade date and calculated based on fair value as of such date. All costs associated with administering the Plan are paid or absorbed by Comcast Corporation ("Comcast," the "Company" or the "Plan Administrator").

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain reclassifications have been made to the prior years' financial statements to conform to those classifications used in 1996.

2. PLAN DESCRIPTION

The following description of the Plan provides only general information. Plan participants should refer to the Plan document and applicable amendments for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan qualified under Internal Revenue Code (the "Code") Sections 401(k), 401(a) and 401(m). The original Plan has been amended and restated to reflect mergers of other plans with and into the Plan and to make certain other technical, compliance and design changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective December 31, 1995 (the "Maclean Hunter Merger Date"), the 401(k) plans (collectively, the "Maclean Hunter Plans") of COM MH Cable TV, Inc., Comcast Cablevision of Detroit, Comcast Cablevision of New Jersey, Inc. and Comcast Cablevision of Broward, Inc., subsidiaries of the Company (collectively, "Maclean Hunter"), were merged with and into the Plan (the "Maclean Hunter Merger") and their net assets available for benefits of \$17,447,276 were transferred into the Plan. All participants of the Maclean Hunter Plans became eligible for participation in the Plan as of the Maclean Hunter Merger Date.

On December 14, 1995 (the "Stock Swap Date"), the Plan exchanged all 750,930 shares of Comcast Class A Common Stock (the "Class A Stock") held by the Plan with the Company, on a one-for-one basis, for Comcast Class A Special Common Stock (the "Class A Special Stock"). The Class A Special Stock is generally nonvoting while the Class A Stock is voting. As of the Stock Swap Date, the share price of the Class A Stock and the Class A Special Stock was \$18.13 and \$18.88, respectively.

Effective September 30, 1995 (the "Storer Merger Date"), the 401(k) plan (the "Storer Plan") of Storer Communications, Inc., an indirect wholly owned subsidiary of the Company ("Storer"), was merged with and into the Plan (the "Storer Merger") and its net assets available for benefits of \$12,581,965 were transferred into the Plan. All participants of the Storer Plan became eligible for participation in the Plan as of the Storer Merger Date.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994 (Continued)

An employee is eligible for participation in the Plan upon completion of one year of service, as defined in the Plan. Each eligible employee may direct the Company to make contributions to the Plan of any whole percentage from 1% through 17% of their compensation, subject to certain limits imposed by the Code. The Company matches 100% of the participant's contribution up to 1% of the participant's compensation for such payroll period, and 50% of the participant's contribution in excess of 1% of the participant's compensation for such payroll period, up to a maximum total matching contribution of 3.5% of the participant's compensation. Each participant has at all times a 100% nonforfeitable interest in the participant's contributions and earnings attributable thereto. Contributions by the Company and earnings thereon vest according to the following schedule:

Years of Service	Vested Percentage
1 year but less than 2 years	20%
2 years but less than 3 years	40
3 years but less than 4 years	60
4 years but less than 5 years	80
5 years or more	100

The Company contributes cash to purchase 10 shares of Class A Special Stock for the account of each newly eligible participant. These contributions are recorded at the market value of the shares at the date contributed.

Accounts of the participants in the former Storer Plan and Maclean Hunter Plans were transferred as of the Storer Merger Date and the Maclean Hunter Merger Date, respectively, to the Plan whether or not vested as of such merger dates.

Each participant has the right, in accordance with the provisions of the Plan, to direct the investment by State Street Bank (the "Trustee") of all amounts allocated to the separate accounts of the participant under the Plan among any one or more of the investment fund options (see Note 3). The Trustee pays benefits and expenses upon the written direction of the Plan Administrator.

Amounts contributed by the Company which are forfeited by participants as a result of the participants' separation from service prior to becoming 100% vested may be used to reduce the Company's required contributions. Pending application of the forfeitures, the Company may direct the Trustee to hold the forfeitures in cash or under investment in a suspense account. If the Plan should terminate with any forfeitures not applied against Company contributions, they will be allocated to then current participants in the proportion that each participant's compensation for that Plan year bears to the compensation for all such participants for the Plan year.

Any participant who has a separation from service for any reason except death, disability or attainment of age 65 shall be entitled to receive his vested account balance. Upon death, disability or attainment of age 65, a participant's account becomes fully vested in all Company contributions regardless of the participant's years of service. Generally, distribution will start no later than 60 days after the close of the Plan year in which the participant's separation from service occurs, subject to certain deferral rights under the Plan. The distribution alternatives permitted are a lump sum payment, an annuity, installments over a period of time or any combination of the foregoing.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, each participant's account balance will become fully vested.

3. INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employer and employee contributions in whole percentage increments among one or more of the following funds:

- a. Dodge and Cox Balanced Fund - The assets of the Dodge and Cox Balanced Fund are invested in equity securities and fixed income obligations issued by corporations. The returns on these investments vary as the stock and bond markets fluctuate and there is no guarantee of principal or rate of return.
- b. Fidelity Blue Chip Growth Fund - The assets of the Fidelity Blue Chip Growth Fund are invested in equity securities of well-established companies. The returns on these investments vary as the stock markets fluctuate and there is no guarantee of principal or rate of return.
- c. PBHG Growth Fund - The assets of the PBHG Growth Fund are invested primarily in equity securities of mid-sized companies. The returns on these investments vary as the stock markets fluctuate and there is no guarantee of principal or rate of return. (The PBHG Growth Fund replaced the Crabbe Huson Fund effective December 31, 1996.)
- d. Ivy International Fund - The assets of the Ivy International Fund are invested in equity securities which are principally traded in European, Pacific Basin and Latin American markets. The returns on these investments vary as the stock markets fluctuate and there is no guarantee of principal or rate of return.
- e. Comcast Stock Fund - Subsequent to the Stock Swap Date (see Note 2), the assets of the Comcast Stock Fund, including earnings thereon, are invested solely in the Company's Class A Special Stock. Prior to the Stock Swap Date, certain prior account balances were invested solely in the Company's Class A Stock. The Trustee purchases the stock at prevailing rates in the open market and, in the normal course of business, sells such stock to meet the distribution requirements of the Plan. The value of the Comcast Stock Fund fluctuates and there is no guarantee of principal or rate of return.
- f. Stable Value Fund - The assets of the Stable Value Fund are invested in a diversified group of high-quality, fixed-income investments consisting of investment contracts which are obligations of creditworthy life insurance companies and commercial banks, high-quality debt securities which are held by the Plan within contracts that are intended to minimize market volatility, and short-term money market instruments. The Fund's investment return typically fluctuates within a narrow range as interest rates rise and fall. Although the Fund's objective is to preserve the principal investment, there is a potential for loss if the issuing institutions suffer insolvency. (The Stable Value Fund replaced the John Hancock Guaranteed Investment Fund effective October 1, 1995.)

The selection of investments from the options listed above is the sole responsibility of each participant. Each participant assumes all risks connected with any decrease in the market value of any securities in these funds, and such funds are the sole source of payments under the Plan. If no investment direction is made by a participant, the participant's account is invested in the Stable Value Fund at the direction of the Plan Administrator.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994 (Continued)

4. INVESTMENTS

The Plan's investments are held by a bank-administered trust fund and are presented in the following table. Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 1996 and 1995 are separately identified (number of shares/units are rounded to the nearest whole share or unit).

	December 31, 1996	
	Number of Shares/Units	Fair or Contract Value
Mutual Funds		
Dodge and Cox Balanced Fund	209,511	\$13,520,611
Fidelity Blue Chip Growth Fund	744,854	26,443,398
PBHG Growth Fund	238,254	3,483,526
Ivy International Fund	64,229	2,303,811

		45,751,346
Comcast Stock Fund		
Class A Special Stock	1,114,844	19,858,161
Cash		3,692,819

		23,550,980
Stable Value Fund	N/A	31,205,073
Participant Loan Fund (interest rates from 7.00% to 10.00%; maturities from 1997 to 2001)		4,658,990

		\$105,166,389
		=====

	December 31, 1995	
	Number of Shares/Units	Fair or Contract Value
Mutual Funds		
Dodge and Cox Balanced Fund	197,117	\$10,772,716
Fidelity Blue Chip Growth Fund	647,337	19,920,762
Crabbe Huson Fund	220,446	3,090,642

		33,784,120
Comcast Stock Fund		
Class A Special Stock	1,134,046	20,625,462
Cash		726,095

		21,351,557
Stable Value Fund	N/A	33,077,270
Participant Loan Fund (interest rates from 7.00% to 12.03%; maturities from 1996 to 2000)		2,416,382

		\$90,629,329
		=====

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1996, 1995 AND 1994 (Continued)

The contract and fair values of assets included in the Stable Value Fund were \$31,205,073 and \$31,180,198, respectively, as of December 31, 1996, and \$33,077,270 and \$33,309,586, respectively, as of December 31, 1995. The average yield of investment contracts held as of December 31, 1996 and 1995 was 5.90% and 6.32%, respectively. The average yield on investment contracts for the year ended December 31, 1996 and 1995 was 6.26% and 6.32%, respectively.

5. PARTICIPANT LOANS AND HARDSHIP WITHDRAWALS

Participants may borrow from their Plan account subject to the approval of the Plan Administrator in accordance with applicable regulations issued by the Internal Revenue Service ("IRS") and the Department of Labor. In general, participants may borrow a minimum of \$500 up to a maximum of the lesser of \$50,000 or 50% of the participant's nonforfeitable accrued benefit on the valuation date (as defined by the Plan) last preceding the date on which the loan is received by the Plan Administrator. The maximum term of a loan is five years. Interest accrues at a rate charged by commercial lenders for comparable loans on the date the loan application is approved. Loan transactions are treated as a transfer from (to) the investment fund to (from) the participant loan fund.

Participants may withdraw all or a portion of their benefits derived from salary reduction, rollovers or the vested portion of their employer contributions, and earnings thereon, on account of hardship, as defined by the Plan and applicable IRS regulations. Under these rules, the participant must exhaust the possibilities of all other distributions, loans, etc. available under the Plan and meet certain other requirements. Upon receiving a hardship withdrawal, the participant's elective contributions are suspended for twelve full calendar months.

6. BENEFITS PAYABLE

The following is a reconciliation of net assets available for benefits per the Plan's financial statements to the Plan's Form 5500:

	December 31, 1996	1995
Net assets available for benefits per the financial statements	\$105,166,389	\$90,629,329
Less: amounts allocated to withdrawing participants	(57,268)	-----
Net assets available for benefits per the Form 5500	\$105,109,121	\$90,629,329
	=====	=====

The following is a reconciliation of benefits paid to participants or beneficiaries per the Plan's financial statements to the Plan's Form 5500:

	1996	Year Ended December 31, 1995	1994
Benefits paid to participants or beneficiaries per the financial statements	\$9,938,625	\$3,757,342	\$3,342,372
Add: amounts allocated to withdrawing participants at end of year	57,268	-----	-----
Benefits paid to participants or beneficiaries per the Form 5500	\$9,995,893	\$3,757,342	\$3,342,372
	=====	=====	=====

7. ADMINISTRATION OF THE PLAN

The Company, as Plan Administrator, has the authority to control and manage the operation and administration of the Plan and may delegate all or a portion of the responsibilities of controlling and managing the operation and administration of the Plan to one or more persons.

8. FEDERAL TAX CONSIDERATIONS

- a. Income Tax Status of the Plan - The Plan received a determination letter dated December 19, 1995 in which the IRS stated that the Plan, as amended and restated effective January 1, 1993, is qualified and that the trust established under the Plan is tax-exempt. The Plan has been amended since receiving the determination letter (see Note 2). The Company believes that the Plan continues to comply in form and operation with the applicable requirements of the Code. Therefore, the Company believes that the Plan was qualified and the related trust was tax-exempt as of December 31, 1996. Therefore, no provision for income taxes has been included in the Plan's financial statements.
- b. Impact on Plan Participants - Matching contributions and salary reduction contributions, as well as earnings on Plan assets, are generally not subject to federal income tax until distributed from a qualified plan that meets the requirements of Sections 401(a), 401(k) and 401(m) of the Code.

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

LINE 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 1996

FEIN #23-1709202
PLAN #001

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Fair or Contract Value
Mutual Funds			
Dodge and Cox Balanced Fund	209,511 shares	\$ 12,418,755	\$ 13,520,611
Fidelity Blue Chip Growth Fund	744,854 shares	25,234,898	26,443,398
PBHG Fund	238,254 shares	3,470,384	3,483,526
Ivy International Fund	64,229 shares	2,165,883	2,303,811
		-----	-----
		43,289,920	45,751,346
		-----	-----
Comcast Stock Fund			
Class A Special Stock	1,114,844 shares	20,851,324	19,858,161
Cash		3,692,819	3,692,819
		-----	-----
		24,544,143	23,550,980
		-----	-----
Stable Value Fund	N/A	31,205,073	31,205,073
		-----	-----
Participant Loan Fund			
(Interest rates from 7.00% to 10.00%; maturities from 1997 to 2001)		4,658,990	4,658,990
		-----	-----
		\$ 103,698,126	\$ 105,166,389
		=====	=====

COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN

LINE 27d - SCHEDULE OF REPORTABLE TRANSACTIONS
 YEAR ENDED DECEMBER 31, 1996

FEIN #23-1709202
 PLAN #001

Identity of Party Involved/Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii)--Series of Transactions in Excess of 5% of Plan Assets							
Mutual Funds							
Dodge and Cox Balanced Fund	\$ 6,423,675	\$ 2,310,832	\$	\$	\$ 2,217,468	\$ 2,310,832	\$ 93,364
Fidelity Blue Chip Growth Fund	11,621,873	3,941,095			3,897,079	3,941,095	44,016
Crabbe Huson Fund	7,990,037	4,642,926			4,609,963	4,642,926	32,963
Comcast Stock Fund							
Class A Special Stock	9,199,565	6,725,823			6,784,149	6,725,823	(58,326)
Stable Value Fund	46,466,637	39,559,266			39,559,266	39,559,266	

There were no category (i), (ii) or (iv) reportable transactions during 1996.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement Nos. 33-41440 and 33-63223 of Comcast Corporation on Form S-8 of our reports dated February 28, 1997 and June 13, 1997 appearing in the Annual Report on Form 10-K of Comcast Corporation for the year ended December 31, 1996 and in the Annual Report on Form 11-K of the Comcast Corporation Retirement-Investment Plan for the year ended December 31, 1996, respectively.

/s/ DELOITTE & TOUCHE LLP
Philadelphia, Pennsylvania
June 30, 1997

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COMCAST CORPORATION
RETIREMENT-INVESTMENT PLAN

By: Comcast Corporation
Plan Administrator

June 30, 1997

By: /s/ Lawrence S. Smith

Lawrence S. Smith
Executive Vice President