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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): April 16, 1997

COMCAST CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	0-6983	23-1709202
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(State or other jurisdiction of incorporation)	(Commission file number)	(IRS employer identification no.)

1500 Market Street, Philadelphia, PA	19102
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (215) 665-1700

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ITEM 5. OTHER EVENTS.

On April 16, 1997, Comcast Corporation announced that its wholly-owned subsidiary, Comcast Cable Communications, Inc. ("Comcast Cable") intends to offer approximately \$1.0 billion of notes (the "Notes") through a 144A offering with Registration Rights.

The Notes will be obligations of Comcast Cable and will not be obligations of, nor guaranteed by, Comcast Corporation. The interest rate and certain other terms of the Notes have not yet been determined and will be based on market conditions at the time of pricing. There can be no assurance that acceptable terms will be reached or that the offering will be consummated.

Comcast Cable anticipates using the net proceeds from the offering to repay existing borrowings by its subsidiaries. The balance, if any, will be used for general corporate purposes.

Attached hereto as Exhibit (1) is a copy of the Press Release from Comcast Corporation.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(b) Exhibits.

(1) Press Release dated April 16, 1997 from Comcast Corporation.

SIGNATURE

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, thereunto duly authorized.

Dated: April 16, 1997

COMCAST CORPORATION

By: /s/ Joseph J. Euteneuer

Joseph J. Euteneuer
Vice President and Corporate Controller

EXHIBIT INDEX

Exhibit No. -----	Exhibit -----	Page ----
(1)	Comcast Corporation Press Release dated April 16, 1997.	1

COMCAST CORPORATION ANNOUNCES
PRIVATE OFFERING OF DEBT SECURITIES OF
COMCAST CABLE COMMUNICATIONS, INC.

Philadelphia, PA--April 16, 1997: Comcast Corporation announced today that its wholly-owned subsidiary, Comcast Cable Communications, Inc. ("Comcast Cable") intends to offer approximately \$1.0 billion of notes (the "Notes") through a 144A offering with Registration Rights.

The Notes will be obligations of Comcast Cable and will not be obligations of, nor guaranteed by, Comcast Corporation. The interest rate and certain other terms of the Notes have not yet been determined and will be based on market conditions at the time of pricing. There can be no assurance that acceptable terms will be reached or that the offering will be consummated.

The private offering of the Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and will be made in reliance on exemptions from the registration requirements of the Securities Act. The Notes may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.

Comcast Cable anticipates using the net proceeds from the offering to repay existing borrowings by its subsidiaries. The balance, if any, will be used for general corporate purposes.

Comcast Corporation is principally engaged in the development, management and operation of wired telecommunications including cable television and telephone services; wireless telecommunications including cellular, personal communications services and direct to home satellite television; and content through principal ownership of QVC, the world's premier electronic retailer, through C3 (Comcast Content & Communication), through majority ownership of Comcast-Spectacor and controlling interest in E! Entertainment and through other programming investments. The Company's consolidated and affiliated operations serve over ten million customers worldwide.

Comcast's Class A and Class A Special Common Stock are traded on The Nasdaq Stock Market under the symbols CMCSA and CMCSK, respectively.

FOR FURTHER INFORMATION CONTACT:

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