

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>SMITH LAWRENCE S</u> (Last) (First) (Middle) <u>COMCAST CORPORATION</u> <u>1500 MARKET STREET</u> (Street) <u>PHILADELPHIA PA</u> <u>19102</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>11/07/2005</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>EVP & Co-CFO</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			

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 ⁽¹⁾	\$32.8437	11/07/2005		D ⁽²⁾			3,044	(2)	05/01/2009	Class A Special Common Stock	3,044	\$0	96,956	D	
Option to Purchase ⁽¹⁾	\$32.8437	11/07/2005		D ⁽²⁾			53,750	(2)	05/01/2009	Class A Special Common Stock	53,750	\$0	43,206	D	
Option to Purchase ⁽¹⁾	\$32.8437	11/07/2005		D ⁽²⁾			43,206	(2)	05/01/2009	Class A Special Common Stock	43,206	\$0	0.00	D	
Option to Purchase ⁽¹⁾	\$32.8437	11/07/2005		A ⁽²⁾		3,044		05/01/2009	05/01/2009	Class A Special Common Stock	3,044	\$0	3,044	D	
Option to Purchase ⁽¹⁾	\$32.8437	11/07/2005		A ⁽²⁾		53,750		05/01/2009	05/01/2009	Class A Special Common Stock	53,750	\$0	56,794	D	
Option to Purchase ⁽¹⁾	\$32.8437	11/07/2005		A ⁽²⁾		43,206		05/01/2009	05/01/2009	Class A Special Common Stock	43,206	\$0	100,000	D	
Option to Purchase ⁽¹⁾	\$37.5625	11/07/2005		D ⁽³⁾			2,662	(3)	06/01/2010	Class A Special Common Stock	2,662	\$0	797,338	D	
Option to Purchase ⁽¹⁾	\$37.5625	11/07/2005		D ⁽³⁾			797,338	(3)	06/01/2010	Class A Special Common Stock	797,338	\$0	0.00	D	
Option to Purchase ⁽¹⁾	\$37.5625	11/07/2005		A ⁽³⁾		2,662		06/01/2010	06/01/2010	Class A Special Common Stock	2,662	\$0	2,662	D	
Option to Purchase ⁽¹⁾	\$37.5625	11/07/2005		A ⁽³⁾		797,338		06/01/2010	06/01/2010	Class A Special Common Stock	797,338	\$0	800,000	D	
Option to Purchase ⁽¹⁾	\$36.97	11/07/2005		D ⁽⁴⁾			5,408	(4)	07/29/2011	Class A Special Common Stock	5,408	\$0	244,592	D	
Option to Purchase ⁽¹⁾	\$36.97	11/07/2005		D ⁽⁴⁾			244,592	(4)	07/29/2011	Class A Special Common Stock	244,592	\$0	0.00	D	

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 ⁽¹⁾	\$36.97	11/07/2005		A ⁽⁴⁾		5,408		07/29/2011	07/29/2011	Class A Special Common Stock	5,408	\$0	5,408	D	
Option to Purchase ⁽¹⁾	\$36.97	11/07/2005		A ⁽⁴⁾		244,592		07/29/2011	07/29/2011	Class A Special Common Stock	244,592	\$0	250,000	D	
Option to Purchase ⁽¹⁾	\$35.49	11/07/2005		D ⁽⁵⁾			300,000	⁽⁵⁾	01/23/2012	Class A Special Common Stock	300,000	\$0	0.00	D	
Option to Purchase ⁽¹⁾	\$35.49	11/07/2005		A ⁽⁵⁾		300,000		01/23/2012	01/23/2012	Class A Special Common Stock	300,000	\$0	300,000	D	
Option to Purchase ⁽¹⁾	\$23.84	11/07/2005		D ⁽⁶⁾			115,806	⁽⁶⁾	10/26/2012	Class A Special Common Stock	115,806	\$0	4,194	D	
Option to Purchase ⁽¹⁾	\$23.84	11/07/2005		D ⁽⁶⁾			4,194	⁽⁶⁾	10/26/2012	Class A Special Common Stock	4,194	\$0	0.00	D	
Option to Purchase ⁽¹⁾	\$25.83	11/07/2005		A ⁽⁶⁾		115,806		⁽⁷⁾	10/26/2012	Class A Special Common Stock	115,806	\$0	115,806	D	
Option to Purchase ⁽¹⁾	\$25.83	11/07/2005		A ⁽⁶⁾		4,194		⁽⁸⁾	10/26/2012	Class A Special Common Stock	4,194	\$0	120,000	D	
Option to Purchase ⁽⁹⁾	\$27.12	11/07/2005		D ⁽¹⁰⁾			450,000	⁽¹⁰⁾	02/25/2013	Class A Common Stock	450,000	\$0	0.00	D	
Option to Purchase ⁽⁹⁾	\$27.12	11/07/2005		A ⁽¹⁰⁾		450,000		02/25/2013	02/25/2013	Class A Common Stock	450,000	\$0	450,000	D	
Option to Purchase ⁽⁹⁾	\$29.88	11/07/2005		D ⁽¹¹⁾			375,000	⁽¹¹⁾	03/07/2014	Class A Common Stock	375,000	\$0	0.00	D	
Option to Purchase ⁽⁹⁾	\$29.88	11/07/2005		A ⁽¹¹⁾		375,000		03/07/2014	03/07/2014	Class A Common Stock	375,000	\$0	375,000	D	
Option to Purchase ⁽⁹⁾	\$33.99	11/07/2005		D ⁽¹²⁾			200,000	⁽¹²⁾	03/13/2015	Class A Common Stock	200,000	\$0	0.00	D	
Option to Purchase ⁽⁹⁾	\$33.99	11/07/2005		A ⁽¹²⁾		200,000		03/13/2015	03/13/2015	Class A Common Stock	200,000	\$0	200,000	D	

Explanation of Responses:

- This is an option to purchase Class A Special Common Stock.
- The reported transactions with this same footnote involved amendments of three outstanding options, resulting in the deemed cancellation of the old options and the grant of three replacement options. The old options were originally granted on May 3, 1999. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on June 2, 2000. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on July 30, 2001. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on January 24, 2002. The vesting schedule of the old option was reported on an amended Form 4 filed by the reporting person on 11/20/02.
- The reported transactions with this same footnote involved amendments of two outstanding options, resulting in the deemed cancellation of the old options and the grant of two replacement options. The old options were originally granted on October 28, 2002. The vesting schedules of the old options were reported on an amended Form 4 filed by the reporting person on 11/20/02.
- The vesting schedule of this replacement option is the same as the vesting schedule for the old option: 57,750 shares are immediately exercisable; 19,250 shares are exercisable on each of 10/28/2006 and 10/28/2007; 4,750 shares are exercisable on each of 10/28/2008, 10/28/2009, 10/28/2010 and 10/28/2011; and 556 shares are exercisable on 4/26/2012.
- The vesting schedule of this replacement option is the same as the vesting schedule for the old option: the shares are exercisable on 4/27/2012.
- This is an option to purchase Class A Common Stock.
- The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on February 26, 2003. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 2/28/03.
- The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 9, 2004. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/11/04.
- The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on March 14, 2005. The vesting schedule of the old option was reported on a Form 4 filed by the reporting person on 3/15/05.

Remarks:

/s/ Smith, Lawrence S.

11/09/2005

** 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.

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