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): June 30, 1997

COMCAST CORPORATION
(Exact name of registrant as specified in its charter)

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

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

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

ITEM 5. OTHER EVENTS.

On June 30, 1997, Comcast Corporation ("Comcast") announced that Microsoft Corporation's ("Microsoft") $1 billion investment in Comcast has been completed. Comcast issued and Microsoft has acquired 24,642,681 shares of Comcast Class A Special Common Stock (CMCSK), at $20.29 per share for $500 million, and $500 million of a new issue of Comcast Series B Convertible Preferred Stock. The Comcast Series B Convertible Preferred Stock has a 5.25% pay-in-kind dividend and will be initially convertible into 21,243,691 shares of Comcast Class A Special Common Stock, which equals an initial conversion price of $23.54 per share. The number of shares into which the issue can be converted will not increase due to the pay-in-kind dividend as the conversion price increases proportionately to the amount of accrued dividends. The issue has a final maturity of 20 years, but may be redeemed at Microsoft's option or called by Comcast after seven years.

Attached hereto as Exhibit (1) is a copy of the Press Release issued by Comcast in connection with the announcement of the completion of Microsoft's $1 billion cash investment in Comcast.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(b) Exhibits.

(1) Press Release dated June 30, 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: July 3, 1997 COMCAST CORPORATION

By:/s/ Joseph J. Euteneuer
Joseph J. Euteneuer
Vice President and Corporate Controller

EXHIBIT INDEX

FOR IMMEDIATE RELEASE

COMCAST CORPORATION ANNOUNCES COMPLETION OF MICROSOFT'S $1 BILLION INVESTMENT

Philadelphia, PA - June 30, 1997: Comcast Corporation announced today that Microsoft Corporation's $1 billion investment in the Company has been completed. Comcast issued and Microsoft has acquired 24,642,681 shares of Class A Special Common Stock (CMCSK) at $20.29 per share for $500 million, and $500 million of a new issue of Comcast Convertible Preferred Stock. The Comcast Convertible Preferred has a 5.25% pay-in-kind dividend and will be initially convertible into 21,243,691 shares of Class A Special Common Stock (CMCSK), which equals an initial conversion price of $23.54 per share. The issue has a final maturity of 20 years, but may be redeemed at Microsoft's option or called by Comcast after seven years.

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 & Communications), through majority ownership of Comcast-Spectator 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.

More information on Comcast Corporation can be found on the Internet at www.comcast.com.

###

For further information contact:

Comcast: John R. Alchin, 215-981-7503
William E. Dordelman, 215-981-7550
Marlene S. Dooner, 215-981-7392
Microsoft: Nina Bondarook, 425-637-9097