SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person*
COHEN DAVID L
(Last) (First) (Middle)
ONE COMCAST CENTER
(Street)
PHILADELPHIA PA 19103
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMCAST CORP [CMCSA]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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			
Class A Special Common Stock	02/22/2011		M		480,963	A	$15.8933	489,254.203	D	
Class A Special Common Stock	02/22/2011		M		152,250	A	$15.8933	641,504.203	D	
Class A Special Common Stock	02/22/2011		M		44,037	A	$15.8933	685,541.203	D	
Class A Special Common Stock	02/22/2011		S		85,264	D	$23.77(1)	600,277.203	D	
Class A Special Common Stock	02/22/2011		F		556,902(2)	D	$23.77	43,375.203	D	
Class A Common Stock	01/13/2011		G	V	5,078	D	$0.0000	140,843	I	By GRATs
Class A Common Stock	02/14/2011		G	V	7,448	D	$0.0000	121,600	I	By GRATs
Class A Common Stock	01/13/2011		G	V	5,078	A	$0.0000	5,078	I	By Trust
Class A Common Stock	02/14/2011		G	V	7,448	A	$0.0000	12,526	I	By Trust
Class A Special Common Stock	02/22/2011		M		150,000	A	$15.8933	150,000	I	By Trust
Class A Special Common Stock	02/22/2011		S		35,222	D	$23.7983(3)	114,778	I	By Trust
Class A Special Common Stock	02/22/2011		F		100,176(4)	D	$23.7983	14,602	I	By Trust
Class A Common Stock								117,359.9278	D	
Class A Special Common Stock								12,165	I	By GRAT

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(5)	$15.8933	02/22/2011		M			44,037	(6)	07/01/2012	Class A Special Common Stock	44,037	$15.8933	555,963	D	
Option to Purchase(5)	$15.8933	02/22/2011		M			480,963	(6)	07/01/2012	Class A Special Common Stock	480,963	$15.8933	75,000	D	
Option to Purchase(5)	$15.8933	02/22/2011		M			152,250	(6)	10/26/2012	Class A Special Common Stock	152,250	$15.8933	12,750	D	
Option to Purchase(5)	$15.8933	02/22/2011		M			150,000	(6)	07/01/2012	Class A Special Common Stock	150,000	$15.8933	0.0000	I	By Trust

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from $23.73 to $23.82. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

2. Shares delivered for payment of option exercise price and tax liability.

3. This transaction was executed in multiple trades at prices ranging from $23.77 to $23.8205. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

4. Shares delivered for payment of option exercise price.

5. This is an option to purchase Class A Special Common Stock.

6. This option is immediately exercisable.

/s/ David L. Cohen	02/24/2011
** 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.