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

August 9, 1999
(Date of earliest event reported)

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

Pennsylvania	0-6983	23-1709202
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1500 Market Street, Philadelphia, Pennsylvania	19102-2148
(Address of principal executive offices)	(Zip Code)

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

ITEM 5. Other Events.

On August 9, 1999, Comcast Corporation (the "Company"), announced that it plans to commence an offer to exchange (the "Exchange Offer") 1.4 shares of its Class A Special Common Stock for each share of Class A Common Stock or Common Stock of Jones Intercable, Inc., ("Jones Intercable"), for up to 79% of the combined number of shares of Jones Intercable Class A Common Stock and Common Stock outstanding (subject to certain terms and conditions to be contained in the offer documents). Based on the closing market prices of the Company's Class A Special Common Stock, Jones Intercable Class A Common Stock and Jones Intercable Common Stock as of August 6, 1999, the Exchange Offer would value each share of Jones Intercable Class A Common Stock at $50.31, a 9.1% premium over its closing price and each share of Jones Intercable Common Stock at $50.31, a 12.7% premium over its closing price. The Company expects to commence the Exchange Offer as soon as reasonably practicable after a registration statement on Form S-4 relating to its Class A Special Common Stock to be offered in the Exchange Offer is filed with and declared effective by the Securities and Exchange Commission, pursuant to applicable securities laws. The Company intends to contribute the shares of Jones Intercable Class A Common Stock and Jones Intercable Common Stock received in the Exchange Offer to Comcast Cable Communications, Inc., an indirect wholly owned subsidiary of the Company.

A copy of the Company's press release dated August 9, 1999 is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits:

99.1 Press Release dated August 9, 1999.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

COMCAST CORPORATION

By: /s/ Arthur R. Block
Vice President and
Senior Deputy General Counsel

Date: August 9, 1999

EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	Press Release dated August 9, 1999.

COMCAST CORPORATION

NEWS RELEASE

COMCAST CORPORATION ANNOUNCES PARTIAL EXCHANGE OFFER FOR JONES INTERCABLE, INC.

PHILADELPHIA, Aug. 9 /PRNewswire/ -- Comcast Corporation (Nasdaq: CMCSK - news, CMCSA - news) today announced that it plans to commence an offer to exchange 1.4 shares of its Class A Special Common Stock (Nasdaq: CMCSK news) for each share of Class A Common Stock (Nasdaq: JOINA - news) or Common Stock (Nasdaq: JOIN - news) of Jones Intercable, Inc. (Nasdaq: JOIN - news, JOINA - news), for up to 79% of the combined number of shares of Jones Intercable Class A Common Stock and Common Stock outstanding (subject to certain terms and conditions to be contained in the offer documents). Based on the closing market prices of CMCSK, JOINA and JOIN as of August 6, 1999, the exchange offer would value each share of JOINA at $50.31, a 9.1% premium over its closing price and each share of JOIN at $50.31, a 12.7% premium over its closing price.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The exchange offer will be made only by means of a prospectus and will not commence until the shares of Comcast Class A Special Common Stock to be offered in the exchange offer are registered with the Securities and Exchange Commission pursuant to an effective Registration Statement.