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): October 28, 1995

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 19102-2148
(Address of principal executive offices) (Zip Code)

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

Item 5. Other Events.

In October 1995, Comcast Corporation (the "Company") announced its agreement to purchase the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for shares of the Company's Class A Special Common Stock, par value $1.00 per share (the "Class A Special Common Stock"), worth $1.575 billion (the "Base Consideration"), subject to certain closing adjustments (the "Scripps Transaction"). Scripps Cable, including an acquisition which closed in January 1996, passes approximately 1.2 million homes and serves approximately 800,000 subscribers, with over 60% of the subscribers located in Sacramento, California and Chattanooga and Knoxville, Tennessee. The purchase is expected to close in the third quarter of 1996, subject to shareholder and regulatory approval and certain other conditions.

Concurrent with the announcement of the Scripps Transaction, the Company announced that its Board of Directors had authorized a market repurchase program pursuant to which the Company may purchase, at such times and on such terms as it deems appropriate, up to $500.0 million of its outstanding common equity securities, subject to certain restrictions and market conditions.

Pursuant to the Agreement and Plan of Merger dated as of October 28, 1995 (the "Merger Agreement"), incorporated by reference herein, by and among the Company, E.W. Scripps, and Scripps Howard, Inc., a wholly owned subsidiary of E.W. Scripps, E.W. Scripps will distribute to its shareholders all assets other than Scripps Cable. Following such distribution, E.W. Scripps will be merged with and into the Company (the "Merger") and each share of E.W. Scripps common stock issued and outstanding immediately prior to the Merger will be converted into a portion of the shares of the Class A Special Common Stock to be paid as consideration in the Merger. Assuming that the closing adjustments made to the Base Consideration result in a $36.8 million increase in the purchase price (estimated solely for purposes of the unaudited pro forma condensed consolidated financial statements included herein), and assuming that the Class A Special Common Stock is valued, as described below, at $20.075 per share, the average closing price of the Class A Special Common Stock during a 20 trading day period ending shortly before the execution of the Merger Agreement, the Company would issue to E.W. Scripps shareholders an aggregate of approximately 80.3 million shares of Class A Special Common Stock in the Merger. Such shares would represent, in the aggregate, approximately 29.4% of the Class A Special Common Stock outstanding as of December 31, 1995, on a pro forma basis.

For purposes of determining the number of shares of Class A Special Common Stock to be delivered in the Merger, such stock will be valued on the basis of the average closing price of the Class A Special Common Stock on The Nasdaq Stock Market for 15 trading days randomly selected from the 40 trading day period ending shortly before the closing date (the "Comcast Share Price"); provided that the Comcast Share Price will be no greater than $23.09 and, except as provided below, no less than $17.06. If the Comcast Share Price is below $17.06, E.W. Scripps has the right to terminate the Merger Agreement, subject to the right of the Company to increase the number of shares of Class A Special Common Stock to be delivered in the Merger to that number of shares that would have been delivered if the Comcast Share Price were not subject to the minimum price of $17.06 or to such lower number of shares as may be agreed to by E.W. Scripps.

Although the Company believes the consummation of the Scripps Transaction is probable, no assurances can be given that the Scripps Transaction will occur at all or occur in the foregoing manner.

This Current Report on Form 8-K supersedes the Company's Current Report on Form 8-K filed on December 19, 1995 in its entirety.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENTS

The Company's Unaudited Pro Forma Condensed Consolidated Financial Statements are included in this Report and are listed in the Index to Unaudited Pro Forma Financial Information included immediately after the Exhibit Index of this Report.

The audited combined financial statements of Scripps Cable for the year ended December 31, 1995 are incorporated by reference from the Form 8-K/A(2) of The E.W. Scripps Company (commission file no. 1-16914) dated March 28, 1996.

(b) EXHIBITS

EXHIBIT NO.

10.1 Agreement and Plan of Merger, including certain exhibits thereto, dated as of October 28, 1995, by and among The E.W. Scripps Company, Scripps Howard, Inc. and Comcast Corporation (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 19, 1995).

23.1 Consent of Deloitte & Touche LLP.

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 10, 1996

COMCAST CORPORATION

By: /s/ Lawrence S. Smith

Lawrence S. Smith
Executive Vice President

EXHIBIT INDEX

Exhibit No.	Exhibit
23.1	Consent of Deloitte & Touche LLP.

COMCAST CORPORATION

INDEX TO UNAUDITED PRO FORMA FINANCIAL INFORMATION

UNAUDITED PRO FORMA
FINANCIAL INFORMATION

In February 1995, the Company and Tele-Communications, Inc. ("TCI") acquired all of the outstanding stock of QVC, Inc. ("QVC") not previously owned by them (the "QVC Acquisition") for approximately $1.4 billion in cash. In October 1995, the Company announced its agreement to purchase the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for shares of the Company's Class A Special Common Stock worth $1.575 billion, subject to certain closing adjustments (the "Scripps Transaction"). For a further description of the QVC Acquisition, the Scripps Transaction and certain related transactions, see the notes to unaudited pro forma condensed consolidated financial statements.

The following unaudited pro forma condensed consolidated financial statements reflect the consolidated financial position of the Company and Scripps Cable as of December 31, 1995, and their, along with QVC's, consolidated operations for the year ended December 31, 1995. See the notes to unaudited pro forma condensed consolidated financial statements for a description of the assumptions used in preparing these unaudited pro forma condensed consolidated financial statements.

Although the Company believes consummation of the Scripps Transaction is probable, no assurances can be given that it will occur at all or occur in the manner assumed in the accompanying unaudited pro forma condensed consolidated financial statements.

The unaudited pro forma condensed consolidated balance sheet assumes the Scripps Transaction occurred on December 31, 1995. The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1995 assumes the QVC Acquisition and the Scripps Transaction occurred on January 1, 1995.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with: 1) the historical consolidated financial statements of the Company included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995; and 2) the historical combined financial statements of Scripps Cable for the year ended December 31, 1995 incorporated by reference herein.

The results presented in the unaudited pro forma condensed consolidated statement of operations are not necessarily indicative of the results which actually would have occurred had the QVC Acquisition and the Scripps Transaction occurred on the dates indicated or which may result in the future.

COMCAST CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
DECEMBER 31, 1995
(DOLLARS IN THOUSANDS)

	The Company Historical	(D) Scripps Cable Historical	Pro Forma Adjustments		The Company Pro Forma
ASSETS					
Current Assets					
Cash, cash equivalents and short-term investments	$ 910,043	$ 3,085	$		$ 913,128
Accounts receivable, net	390,698	12,107			402,805
Inventories, net	243,447	12,822			256,269
Prepaid charges and other	49,671	446			50,117
Deferred income taxes	59,799	5,421			65,220
Total current assets	1,653,658	33,881			1,687,539
Investments, principally in affiliates	906,383				906,383
Property and Equipment, net	1,643,602	294,557	328,540	(E.1.,2.)	2,266,699
Deferred Charges, net	5,376,665	94,135	1,473,512	(E.2.,3.,7.)	6,944,312
	$9,580,308	$422,573	$1,802,052		$11,804,933
LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY					
Current Liabilities					
Accounts payable and accrued expenses	$ 1,036,666	$ 35,274	($3,880)	(E.4.)	$ 1,068,060
Current portion of long-term debt	85,403				85,403
Total current liabilities	1,122,069	35,274	(3,880)		1,153,463
Long-term Debt, less current portion	6,943,766				6,943,766
Due to Affiliates		312,737	(312,737)	(E.4.)	
Deferred Income Taxes	1,517,995	80,193	500,594	(E.7.)	2,098,782
Minority Interest and Other	824,129	9,325	(8,700)	(E.4.)	824,754
Stockholders' (Deficiency) Equity					
Common stock	239,338	1,801	78,489	(E.5.,6.)	319,628
Additional capital	843,113	35,144	1,496,385	(E.5.,6.)	2,374,642
Accumulated deficit	(1,914,292)	(51,901)	51,901	(E.6.)	(1,914,292)
Unrealized gains on marketable securities	22,210				22,210
Cumulative translation adjustments	(18,020)				(18,020)
Total stockholders' (deficiency) equity	(827,651)	(14,956)	1,626,775		784,168
	$9,580,308	$422,573	$1,802,052		$11,804,933

See notes to unaudited pro forma condensed consolidated financial statements.

COMCAST CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1995
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	The Company Historical	QVC Historical	QVC Pro Forma Adjustments	
Revenues, net	$3,362,946	$131,469	($1,095)	(B.1.)
Operating, Selling, General and Administrative Expenses and Cost of Goods Sold	2,344,103	108,044	(469)	(B.1.)
Depreciation and Amortization	689,052	5,001	4,781	(B.2.)
	3,033,155	113,045	4,312	
Operating Income	329,791	18,424	(5,407)	
Investment (Income) Expense				
Interest expense	524,727	125	12,256	(B.3.)
Investment income	(229,848)	(1,634)	348	(B.4.)
Equity in net losses of affiliates	86,618	2,285	5,480	(B.5.)
Other	(6,296)			
	375,201	776	18,084	
(Loss) Income Before Income Tax Expense and Minority Interest	(45,410)	17,648	(23,491)	
Income Tax Expense	42,171	8,055	(8,134)	(B.6.)
Minority Interest	(49,732)		(802)	(B.7.)
(Loss) Income from Continuing Operations	($37,849)	$9,593	($14,555)	
Loss from Continuing Operations Per Share	($0.16)			
Weighted Average Number of the Company's Common Shares Outstanding During the Period	239,679			

	The Company Pro Forma with QVC	(D) Scripps Cable Historical	Scripps Cable Pro Forma Adjustments		The Company Pro Forma with QVC and Scripps Cable
Revenues, net	$3,493,320	$279,482	($766)	(E.8.)	$3,772,036
Operating, Selling, General and Administrative Expenses and Cost of Goods Sold	2,451,678	162,810	(766)	(E.8.)	2,613,722
Depreciation and Amortization	698,834	54,099	134,814	(E.9.)	887,747
	3,150,512	216,909	134,048		3,501,469
Operating Income	342,808	62,573	(134,814)		270,567
Investment (Income) Expense					
Interest expense	537,108	35,258	(34,915)	(E.10.)	537,451
Investment income	(231,134)				(231,134)
Equity in net losses of affiliates	94,383				94,383
Other	(6,296)	(2,288)			(8,584)
	394,061	32,970	(34,915)		392,116
(Loss) Income Before Income Tax Expense and Minority Interest	(51,253)	29,603	(99,899)		(121,549)
Income Tax Expense	42,092	11,913	(31,037)	(E.11.)	22,968
Minority Interest	(50,534)				(50,534)

(Loss) Income from Continuing Operations	($42,811)	$17,690	($68,862)		($93,983)
Loss from Continuing Operations Per Share	($0.18)				($0.29)
Weighted Average Number of the Company's Common Shares Outstanding During the Period	239,679		80,290	(E.12.)	319,969

See notes to unaudited pro forma condensed consolidated financial statements.

QVC

A. SUMMARY OF TRANSACTIONS

In February 1995, the Company and Tele-Communications, Inc. ("TCI") acquired all of the outstanding stock of QVC, Inc. and its subsidiaries ("QVC") not previously owned by them (approximately 65% of such shares on a fully diluted basis) for $46, in cash, per share (the "QVC Acquisition"), representing a total cost of approximately $1.4 billion. The QVC Acquisition, including the exercise of certain warrants held by the Company, was financed with cash contributions from the Company (see below) and TCI of $296.3 million and $6.6 million, respectively, borrowings of $1.1 billion under a $1.2 billion QVC credit facility and existing cash and cash equivalents held by QVC. Following the acquisition, the Company and TCI own, through their respective subsidiaries, 57.45% and 42.55%, respectively, of QVC. The Company, through a management agreement, is responsible for the day to day operations of QVC. The Company has accounted for the QVC Acquisition under the purchase method of accounting and QVC was consolidated with the Company effective February 1, 1995. QVC's historical results of operations included in the unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1995 represents QVC's historical results of operations for the month ended January 31, 1995.

In January 1995, the Company exchanged its investments in Heritage Communications, Inc. ("Heritage") with TCI for approximately 13.3 million publicly-traded Class A common shares of TCI with a fair market value of approximately $290.0 million. Shortly thereafter, the Company sold approximately 9.1 million unrestricted TCI shares for total proceeds of approximately $188.0 million (collectively, the "Heritage Transaction"). As a result of these transactions, the Company recognized a pre-tax gain of $141.0 million in 1995.

The Company's cash contribution in connection with the QVC Acquisition was funded, in part, by the cash proceeds from the Heritage Transaction, along with a borrowing of $80.0 million under a subsidiary's credit facility.

B. PRO FORMA ADJUSTMENTS

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated statement of operations to reflect the QVC Acquisition:

1. Elimination of commissions and other payments by QVC to the Company.

2. Represents additional depreciation and amortization expense resulting from the increased fair market value of the assets acquired in excess of their historical book values and amortization of goodwill arising from the acquisition. Depreciation expense is based on a weighted average property and equipment life of approximately 7 years. Amortization expense assumes a life of 30 years for goodwill and 10 years for cable television distribution rights. Debt issuance costs are amortized over the term of the related debt.

3. Represents the increase in interest expense due to the incurrence of additional long-term indebtedness, at a weighted average interest rate of 8.3%.

4. Elimination of interest income on the Company's notes receivable from Heritage, which were exchanged for TCI Shares in connection with the Heritage Transaction.

5. Elimination of the Company's historical equity in the net income of QVC. The Company historically accounted for its investment in QVC under the equity method of accounting from January 1, 1994 through the date of the QVC Acquisition.

6. Represents the adjustments to the tax provision resulting from the pro forma adjustments.

7. Represents the minority interest resulting from TCI's 42.55% interest in QVC.

C. SUMMARY OF TRANSACTIONS

In October 1995, the Company announced its agreement to purchase the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for shares of the Company's Class A Special Common Stock, par value $1.00 per share (the "Class A Special Common Stock"), worth $1.575 billion (the "Base Consideration"), subject to certain closing adjustments (the "Scripps Transaction"). Scripps Cable, including an acquisition which closed in January 1996, passes approximately 1.2 million homes and serves approximately 800,000 subscribers, with over 60% of the subscribers located in Sacramento, California and Chattanooga and Knoxville, Tennessee. The purchase is expected to close in the third quarter of 1996, subject to shareholder and regulatory approval and certain other conditions.

Concurrent with the announcement of the Scripps Transaction, the Company announced that its Board of Directors had authorized a market repurchase program (the "Repurchase Program") pursuant to which the Company may purchase, at such times and on such terms as it deems appropriate, up to $500.0 million of its outstanding common equity securities, subject to certain restrictions and market conditions. The unaudited pro forma condensed consolidated financial statements do not reflect the pro forma effects of any transactions associated with the Repurchase Program subsequent to December 31, 1995.

Pursuant to the Agreement and Plan of Merger dated as of October 28, 1995 (the "Merger Agreement"), incorporated by reference herein, by and among the Company, E.W. Scripps and Scripps Howard, Inc., a wholly owned subsidiary of E.W. Scripps, E.W. Scripps will distribute to its shareholders all assets other than Scripps Cable. Following such distribution, E.W. Scripps will be merged with and into the Company (the "Merger") and each share of E.W. Scripps common stock issued and outstanding immediately prior to the Merger will be converted into a portion of the shares of the Class A Special Common Stock to be paid as consideration in the Merger. Assuming that the closing adjustments made to the Base Consideration result in a $36.8 million increase in the purchase price (estimated solely for purposes of the unaudited pro forma condensed consolidated financial statements), and assuming that the Class A Special Common Stock is valued, as described below, at $20.075 per share, the average closing price of the Class A Special Common Stock during a 20 trading day period ending shortly before the execution of the Merger Agreement, the Company would issue to E.W. Scripps shareholders an aggregate of approximately 80.3 million shares of Class A Special Common Stock in the Merger. Such shares would represent, in the aggregate, approximately 29.4% of the Class A Special Common Stock outstanding as of December 31, 1995, on a pro forma basis.

For purposes of determining the number of shares of Class A Special Common Stock to be delivered in the Merger, such stock will be valued on the basis of the average closing price of the Class A Special Common Stock on The Nasdaq Stock Market for 15 trading days randomly selected from the 40 trading day period ending shortly before the closing date (the "Comcast Share Price"); provided that the Comcast Share Price will be no greater than $23.09 and, except as provided below, no less than $17.06. If the Comcast Share Price is below $17.06, E.W. Scripps has the right to terminate the Merger Agreement, subject to the right of the Company to increase the number of shares of Class A Special Common Stock to be delivered in the Merger to that number of shares that would have been delivered if the Comcast Share Price were not subject to the minimum price of $17.06 or to such lower number of shares as may be agreed to by E.W. Scripps.

An indirect subsidiary of E.W. Scripps completed the acquisition (the "Mid-Tenn Purchase") of the assets of the Mid-Tennessee Cable Limited Partnership ("Mid-Tenn"), whose cable television operations serve approximately 34,000 subscribers in Athens, Greenbrier and Harriman, Tennessee, for approximately $62.5 million in January 1996. Under the terms of the Merger Agreement, a portion of the Base Consideration is attributable to the Mid-Tenn Purchase. The assets acquired in the Mid-Tenn Purchase will be included in the assets of Scripps Cable to be acquired by the Company.

Although the Company believes the consummation of the Scripps Transaction is probable, no assurances can be given that the Scripps Transaction will occur at all or occur in the manner assumed in the accompanying unaudited pro forma condensed consolidated financial statements.

D. BASIS OF PRESENTATION

E.W. Scripps has historically been the holding company for its cable television businesses along with other operations. As noted above, in the Merger Agreement, E.W. Scripps intends to remove its non-cable television businesses through a distribution to its shareholders prior to the closing date. Accordingly, when the Company acquires E.W. Scripps, it will only be purchasing Scripps Cable.

The historical combined financial statements of Scripps Cable included in the unaudited pro forma condensed consolidated financial statements represent the net assets that the Company will be acquiring and exclude the assets, liabilities and results of operations of the non-cable television operations of E.W. Scripps.

E. PRO FORMA ADJUSTMENTS

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated balance sheet to reflect the Scripps Transaction:

1. Represents the estimated fair value of the property and equipment to be acquired in the Scripps Transaction in excess of the historical book value of such property and equipment ($316.0 million). The estimated fair value of the acquired property

and equipment is subject to adjustment upon receipt by the Company of an independent appraisal of Scripps Cable.

2. Represents the estimated fair values of the property and equipment ($12.5 million) and deferred charges ($50.0 million) acquired by E.W. Scripps in the Mid-Tenn Purchase, which closed in January 1996. Mid-Tenn's other assets and liabilities and its results of operations are not significant to the Company. The estimated fair value of the property and equipment and deferred charges acquired by E.W. Scripps in the Mid-Tenn Purchase is subject to certain adjustments.

3. Represents the allocation of the total consideration in the Scripps Transaction to deferred charges ($922.9 million), principally to franchise acquisition costs and subscriber lists. The purchase price allocation is subject to adjustment upon receipt by the Company of an independent appraisal of Scripps Cable.

4. Represents the elimination of certain liabilities which will not be assumed by the Company in the Scripps Transaction pursuant to the terms of the Merger Agreement (primarily income taxes payable, accruals for commitments and contingencies and amounts payable by Scripps Cable to E.W. Scripps) ($325.3 million in total).

5. Represents the par value of the Class A Special Common Stock to be issued by the Company for Scripps Cable ($80.3 million) and the related additional capital ($1.532 billion), assuming that the closing adjustments made to the Base Consideration result in a $36.8 million increase in the purchase price (estimated solely for purposes of the unaudited pro forma condensed consolidated financial statements), and assuming a Comcast Share Price of $20.075 per share.

6. Represents the elimination of Scripps Cable's historical equity.

7. Represents goodwill and deferred income taxes resulting from differences in the book and tax bases of the assets of Scripps Cable arising from the acquisition ($500.6 million).

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated statement of operations to reflect the Scripps Transaction:

8. Represents the elimination of commissions paid by QVC to Scripps Cable.

9. Represents additional depreciation and amortization expense resulting from the increased fair market value of the assets acquired in excess of their historical book values and amortization of goodwill arising from the acquisition, offset, in part, by the elimination of Scripps Cable's historical goodwill amortization. Depreciation expense is based on a weighted average property and equipment life of approximately 10 years. Property and equipment of Scripps Cable principally consists of operating facilities, which is typically depreciated over a period of 12 years by the Company. Amortization expense is based on an average life for deferred charges and goodwill of 12 and 20 years, respectively.

10. Represents the elimination of Scripps Cable's historical interest expense on balances due to affiliates.

11. Represents the adjustments to the tax provision resulting from the pro forma adjustments.

12. Represents the additional shares of Class A Special Common Stock to be issued in connection with the Scripps Transaction.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the following Registration Statements of Comcast Corporation and its subsidiaries on Forms S-3 and S-8 of our report dated February 22, 1996 relating to the financial statements of Scripps Cable appearing in Amendment Number 2 on Form 8-K/A dated March 28, 1996 to E.W. Scripps' Report on Form 8-K dated December 28, 1995.

Registration Statements on Form S-8:

Title of Securities Registered	Registration Statement Number
The Comcast Corporation Retirement Investment Plan	33-41440
The Comcast Corporation Retirement Investment Plan	33-63223
Storer Communications Retirement Savings Plan	33-54365
Stock Option Plans	33-25105
Stock Option Plans	33-56903

Registration Statements on Form S-3:

Title of Securities Registered	Registration Statement Number
Senior Debentures; Senior Subordinated Debentures; Subordinated Debentures; Preferred Stock, without par value; Depository Shares representing Preferred Stock; Class A Common Stock, $1.00 par value; Class A Special Common Stock, $1.00 par value and Warrants	33-40386
Class A Special Common Stock $1.00 par value	33-46988
Senior Debentures, Senior Subordinated Debentures and Subordinated Debentures	33-57410
Senior Debentures; Senior Subordinated Debentures; Subordinated Debentures; Preferred Stock, without par value; Depository Shares representing Preferred Stock; Class A Common Stock, $1.00 par value; Class A Special Common Stock, $1.00 par value and Warrants	33-50785

/s/Deloitte & Touche LLP

Cincinnati, Ohio
April 10, 1996