SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of Reporti ck Daniel C.	ng Person [*]	2. Date of Even Requiring State (Month/Day/Yea 03/01/2017	ment	3. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP</u> [CMCSA]					
(Last) ONE CC	(Last) (First) (Middle) ONE COMCAST CENTER			(4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year)6. Individual or Joint/Group Filing (Check		
(Street) PHILADELPHIA PA 19103					SVP & Chief Account	below) nting Officer		Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
			Table I - Noi	n-Derivat	tive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		ct (D) (In:	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class A Common Stock					1,403.8	D				
		(e			ve Securities Beneficially ants, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securit		4. Conversio or Exercis	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Option to	Purchase		(1)	03/17/2026	6 Class A Common Stock	36,200	29.88	D		
Restricled Stock Units			(2)	(2)	Class A Common Stock	33.820	(3)	D		

Explanation of Responses:

1. The date of the grant was March 18, 2016, and the shares vest as follows: 40% vest on the second anniversary date of the grant, and an additional 20% vests on each of the 3rd, 4th, and 5th anniversaries of the date of the grant.

2. 2,580 of the restricted stock units vest on the 2nd, 3rd and 4th annivarsaries, and 6,880 vest on the 5th anniversary, of the date of the grant (June 12, 2015). 1,020 of the restricted stock units vest on the 13th month, 2nd, 3rd and 4th anniversaries, and 2,720 vest on the 5th anniversary, of the date of the grant (March 18, 2016). 1,860 of the restricted stiock units vest on the 13th month, 2nd, 3rd and 4th anniversaries, and 4,960 vest on the 5th anniversary, of the date of the grant (March 17, 2017).

3. Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Arthur R. Block, Attorney-

in-fact

03/02/2017

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Arthur R. Block and David L. Cohen, as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder of Comcast Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-infact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of March, 2017.

Signature: <u>/s/ Daniel C. Murdock</u> Name: Daniel C. Murdock