

COMCAST CORP  
Form 8-A12B/A  
December 20, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A/A**

**Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**COMCAST CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**PENNSYLVANIA**

(State of Incorporation or Organization)

**One Comcast Center**

**Philadelphia, PA**

(Address of Principal Executive Offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**27-0000798**

(I.R.S. Employer Identification No.)

**19103-2838**

(Zip Code)

Securities Act registration statement file number to which this form relates:

000-50093

(If applicable)

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Securities to be registered pursuant to Section 12(b) of the Act:

Series A Participating Cumulative Preferred Stock, par value \$0.01 per share

(Title of Class)

*Item 1. Description of Registrant's Securities to be Registered*

Effective as of December 20, 2010, Comcast Corporation (the **Company**) appointed Wells Fargo Bank, National Association, as successor rights agent under the Rights Agreement dated as of November 18, 2002 (the **Agreement**) between the Company and Equiserve Trust Company, N.A. n/k/a Computershare Inc. ( **Computershare** ) and entered into Amendment No. 1 to the Rights Agreement among the Company, Computershare and Wells Fargo Bank, National Association (the **Amendment** ). The Amendment amended the Agreement to appoint Wells Fargo Bank, National Association as successor rights agent.

*Item 2. Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amendment No. 1 to the Rights Agreement, dated as of December 20, 2010, among the Company, Equiserve Trust Company, N.A. and Wells Fargo Bank, National Association.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Comcast Corporation

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President, General Counsel and  
Secretary

Date: December 20, 2010