

COMCAST CORP
Form 4
November 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKE STEPHEN B

(Last) (First) (Middle)

COMCAST CORPORATION, 1500 MARKET STREET

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
COO & Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Class A Special Common Stock ⁽¹⁾	11/08/2006		M		94,230 A \$ 17.0882	228,294.0239	D
Class A Special Common Stock ⁽¹⁾	11/08/2006		M		61,250 A \$ 23.84	289,544.0239	D
Class A Special Common Stock ⁽¹⁾	11/08/2006		M		11,540 A \$ 17.3282	301,084.0239	D

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Class A Special Common Stock <u>(2)</u>	11/08/2006	F	155,480	D	\$ 40.46	145,604.0239	D	
Class A Special Common Stock	11/08/2006	M	665,380	A	\$ 17.0882	665,380	I	By GRAT
Class A Special Common Stock	11/09/2006	S	665,380	D	\$ 40.3959 <u>(3)</u>	0	I	By GRAT
Class A Special Common Stock						23,071.92	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
<u>Option to Purchase</u> <u>(4)</u>	\$ 17.0882	11/08/2006		M	94,230	<u>(5)</u> 06/03/2008	Class A Special Common Stock 94,230
<u>Option to Purchase</u> <u>(4)</u>	\$ 17.3282	11/08/2006		M	11,540	<u>(5)</u> 06/03/2008	Class A Special Common Stock 11,540
<u>Option to Purchase</u> <u>(4)</u>	\$ 23.84	11/08/2006		M	61,250	<u>(5)</u> 10/26/2012	Class A Special Common Stock 61,250

Option to Purchase	\$ 17.0882	11/08/2006		M	665,380	<u>(5)</u>	06/03/2008	Class A Special Common Stock	665,380
<u>(4)</u>									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE STEPHEN B COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102			COO & Executive Vice President	

Signatures

/s/ Burke,
Stephen B. 11/09/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares acquired upon exercise of options.
- (2) Shares delivered for payment of option exercise price and tax liability.
- (3) These shares were all sold on November 9, 2006, at prices ranging from \$40.33 to \$40.45 per share.
- (4) This is an option to purchase Class A Special Common Stock.
- (5) This option is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.