

COMCAST CORP
Form 5
February 11, 2008

FORM 5

OMB APPROVAL

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COHEN DAVID L

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

COMCAST CORPORATION, 1500 MARKET STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

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) (A) or (D) Amount Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares			
Option to Purchase <u>(1)</u>	\$ 15.8933	12/18/2007	Â	G	Â 150,000	Â <u>(2)</u> 07/01/2012	Class A Special Common Stock	150,000
Option to Purchase <u>(1)</u> <u>(3)</u>	\$ 15.8933	Â	Â	Â	Â	Â <u>(2)</u> 07/01/2012	Class A Special Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN DAVID L COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Cohen, David
L. 02/08/2008

 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) This is an option to purchase Class A Special Common Stock.
With respect to 37,746 shares, the option is exercisable as follows: 4,194 shares are exercisable on each of 7/1/2004, 7/1/2005, 7/1/2006, 7/1/2007, 7/1/2008, 7/1/2009, 7/1/2010, 7/1/2011 and 1/1/2012. With respect to 462,254 shares, the option is exercisable as follows:
- (2) 145,806 shares are exercisable on 7/1/2004; 70,806 shares are exercisable on each of 7/1/2005, 7/1/2006, and 7/1/2007; and 20,806 shares are exercisable on each of 7/1/2008, 7/1/2009, 7/1/2010, 7/1/2011 and 1/1/2012.
- (3) The reporting person disclaims any pecuniary interest in the shares held by this trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.