

COMCAST CORP
Form 4
March 04, 2010

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 *
COMCAST CORP

(Last) (First) (Middle)

ONE COMCAST CENTER

(Street)

PHILADELPHIA, PA 19103-2838

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2010

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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- On November 9, 2009, Comcast entered into an Investment Agreement (the "Investment Agreement") with the Issuer, Clearwire LLC, Sprint Nextel Corporation, Time Warner Cable Inc., Intel Corporation, Eagle River Holdings, LLC, and Bright House Networks, LLC. Pursuant to the Investment Agreement, Comcast agreed to purchase shares of Class B Common Stock and Class B Common Units over a series of three closings in exchange for a total investment of \$196 million in Clearwire LLC based upon a purchase price of \$7.33 per share, the first of which occurred on November 13, 2009 and the second of which occurred on December 21, 2009. Comcast received the shares of Class B Common Stock and Class B Common Units reported in Table II on March 2, 2010 pursuant to the third closing under the Investment Agreement in exchange for a \$8,332,524.10 investment in Clearwire LLC and based upon a purchase price of \$7.33 per share.
- (4)
- (5) The shares of Class B Common Stock and Class B Common Units reported in Table II are owned indirectly by Comcast through indirect wholly owned subsidiaries.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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