

COMCAST CORP
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

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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).

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 *
ROBERTS BRIAN L

(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)
11/15/2006

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)
Chairman of Board, Pres. & CEO

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	(A) or (D)	Price
Class A Special Common Stock	02/10/2006		G	V	18	D	\$ 0
Class A Special Common Stock ⁽¹⁾	11/15/2006		M		140,372	A	\$ 9.1875
Class A Special Common Stock ⁽¹⁾	11/15/2006		M		101,217	A	\$ 14.9375
							202,190
							342,562
							443,779

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Class A Special Common Stock <u>(2)</u>	11/15/2006	F	67,902	D	\$ 39.93	375,877	D	
Class A Special Common Stock	11/15/2006	S	<u>70,040</u> <u>(3)</u>	D	\$ 40.09	305,837	D	
Class A Special Common Stock <u>(1)</u>	11/16/2006	M	61,205	A	\$ 14.9375	367,042	D	
Class A Special Common Stock <u>(1)</u>	11/16/2006	M	500,000	A	\$ 16.9375	867,042	D	
Class A Special Common Stock <u>(4)</u>	11/16/2006	F	363,883	D	\$ 40.02	503,159	D	
Class A Special Common Stock						41,132,488	I	By 401(k)
Class A Special Common Stock						160	I	By Daughter
Class A Special Common Stock						2,408,638	I	By LLC
Class A Special Common Stock						2,712	I	By Spouse
Class A Special Common Stock						122,163	I	By Trusts

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

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(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 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
Option to Purchase <u>(5)</u>	\$ 9.1875	11/15/2006		M	140,372	<u>(6)</u> 02/05/2007	02/05/2007	Class A Special Common Stock	140,372
Option to Purchase <u>(5)</u>	\$ 14.9375	11/15/2006		M	101,217	<u>(6)</u> 01/09/2008	01/09/2008	Class A Special Common Stock	101,217
Option to Purchase <u>(5)</u>	\$ 14.9375	11/16/2006		M	61,205	<u>(6)</u> 01/09/2008	01/09/2008	Class A Special Common Stock	61,205
Option to Purchase <u>(5)</u>	\$ 16.9375	11/16/2006		M	500,000	<u>(6)</u> 06/16/2008	06/16/2008	Class A Special Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS BRIAN L COMCAST CORPORATION 1500 MARKET STREET PHILADELPHIA, PA 19102	X		Chairman of Board, Pres. & CEO	

Signatures

By: Arthur R. Block, Attorney-in-fact for Brian L. Roberts

11/17/2006

__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.

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- (2) Shares delivered for payment of tax liability.
- (3) The reporting person sold shares of Issuer common stock in order to satisfy the payment of the exercise price in connection with the 11/15/06 option exercises reported on Table II.
- (4) Shares delivered for payment of option exercise price and tax liability.
- (5) This is an option to purchase Class A Special Common Stock.
- (6) 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.

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