

COMCAST CORP
Form 4
September 26, 2012

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE COMCAST CENTER
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

PHILADELPHIA, PA 19103-2838
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Class A Common Stock of Clearwire Corp	09/24/2012		J ⁽⁴⁾	88,504,132 (1) (2) (4) (5)	A \$ 0 (3) 88,504,132 (1) (2) (4) (5)	I	See footnotes (1) (2) (5)

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

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nonassessable share of Class A Common Stock of the Issuer ("Class A Common Stock"), subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.

On September 24, 2012, Comcast notified the Issuer that it had definitively determined to exchange the 88,504,132 shares of Class B

- (4) Common Stock and an equal number of Class B Common Units held by a wholly owned subsidiary of Comcast into 88,504,132 shares of Class A Common Stock (the "Exchange"). The Exchange is expected to take place on September 27, 2012.
- (5) The shares of Class A Common Stock reported in Table I will be owned indirectly by Comcast through a wholly owned subsidiary.
- (6) The shares of Class B Common Stock reported in Table II are owned indirectly by Comcast through a wholly owned subsidiary.

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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