

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BURKE STEPHEN B</b>  (Last) (First) (Middle) <b>COMCAST CORPORATION</b> <b>1500 MARKET STREET</b>  (Street) <b>PHILADELPHIA PA 19102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>COMCAST CORP [ CMCSA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>COO &amp; Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/08/2006</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 <sup>(1)</sup>	11/08/2006		M		94,230	A	\$17.0882	228,294.0239	D	
Class A Special Common Stock <sup>(1)</sup>	11/08/2006		M		61,250	A	\$23.84	289,544.0239	D	
Class A Special Common Stock <sup>(1)</sup>	11/08/2006		M		11,540	A	\$17.3282	301,084.0239	D	
Class A Special Common Stock <sup>(2)</sup>	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 <sup>(3)</sup>	0.0000	I	By GRAT
Class A Special Common Stock								23,071.92	I	By 401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase <sup>(4)</sup>	\$17.0882	11/08/2006		M		94,230	(5)	06/03/2008	06/03/2008	Class A Special Common Stock	94,230	\$0	194,230	D	
Option to Purchase <sup>(4)</sup>	\$17.3282	11/08/2006		M		11,540	(5)	06/03/2008	06/03/2008	Class A Special Common Stock	11,540	\$0	5,770	D	
Option to Purchase <sup>(4)</sup>	\$23.84	11/08/2006		M		61,250	(5)	10/26/2012	10/26/2012	Class A Special Common Stock	61,250	\$0	338,750	D	
Option to Purchase <sup>(4)</sup>	\$17.0882	11/08/2006		M		665,380	(5)	06/03/2008	06/03/2008	Class A Special Common Stock	665,380	\$0	0.0000	I	By GRAT

**Explanation of Responses:**

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

**Remarks:**

/s/ Burke, Stephen B.

11/09/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**