

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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* <u>ROBERTS BRIAN L</u> (Last) (First) (Middle) <u>COMCAST CORPORATION</u> <u>1500 MARKET STREET</u> (Street) <u>PHILADELPHIA PA</u> <u>19102</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP [CMCSA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2004</u> | |
| | 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 ⁽¹⁾ | 05/20/2004 | | M | | 305,632 | A | \$10.5834 | 679,990 | D | |
| Class A Special Common Stock ⁽¹⁾ | 05/20/2004 | | M | | 144,267 | A | \$9.5625 | 824,257 | D | |
| Class A Special Common Stock ⁽²⁾ | 05/20/2004 | | F | | 166,637 | D | \$27.69 | 657,620 | D | |
| Class A Special Common Stock ⁽³⁾ | 05/20/2004 | | F | | 152,486 | D | \$27.69 | 505,134 | 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 |

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 | | | | | |
| Option to Purchase ⁽⁴⁾ | \$10.5834 | 05/20/2004 | | M | | | 305,632 | (5) | 07/10/2004 | Class A Special Common Stock | \$0 | 0.0000 | D | |
| Option to Purchase ⁽⁴⁾ | \$9.5625 | 05/20/2004 | | M | | | 144,267 | (5) | 07/10/2004 | Class A Special Common Stock | \$0 | 0.0000 | D | |

Explanation of Responses:

- Shares acquired upon exercise of options.
- Shares delivered for payment of option exercise price.
- Shares withheld for payment of tax liability.
- This is an option to purchase Class A Special Common Stock.
- This option is immediately exercisable.

By: Arthur R. Block, Attorney-in-fact for Brian L. Roberts 05/21/2004

** 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.