

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>COHEN DAVID L</u> _____ (Last) (First) (Middle) <u>ONE COMCAST CENTER</u> _____ (Street) <u>PHILADELPHIA PA 19103</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/27/2012</u>			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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 Common Stock	11/16/2012		G	V	84,035	D	\$0.0000	136,003.5438	D	
Class A Common Stock	11/27/2012		M		506,250	A	\$19.92	642,253.5438	D	
Class A Common Stock	11/27/2012		S		138,264	D	\$36.554 <sup>(1)</sup>	503,989.5438	D	
Class A Common Stock	11/27/2012		F		367,986	D	\$36.6	136,003.5438	D	
Class A Common Stock	11/16/2012		G	V	84,035	A	\$0.0000	225,512	I	By Trusts
Class A Common Stock								32,156	I	By GRATs

**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
Option to Purchase	\$18.34	11/16/2012		G	V		164,340	(2)	03/25/2020	Class A Common Stock	164,340	\$0.0000	383,460	D	
Option to Purchase	\$19.92	11/27/2012		M			506,250	(3)	03/07/2014	Class A Common Stock	506,250	\$0.0000	56,250	D	
Option to Purchase	\$18.34	11/16/2012		G	V	164,340		(2)	03/25/2020	Class A Common Stock	164,340	\$0.0000	164,340	I	By Trusts

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$36.5101 to \$36.6000. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This option is immediately exercisable.
- As to 50% of the shares subject to this option, the shares vest in installments of 40%, 20%, 20% and 20% on the 2nd, 3rd, 4th and 5th anniversaries of the date of grant, respectively; and as to the other 50% of the shares subject to this option, the shares vest in installments of 20%, 10%, 10%, 10%, 10%, 10%, 10%, 10% and 10% on the 2nd, 3rd, 4th, 5th, 6th, 7th, 8th, 9th, and 9.5th anniversaries of the date of grant, respectively.

Arthur R. Block, Attorney-in-fact 11/29/2012

\*\* 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.