

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 17, 1998

COMCAST CORPORATION

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(Exact name of registrant as specified in its charter)

----- Pennsylvania ----- (State or other jurisdiction of incorporation)	0-6983 ----- (Commission file number)	23-1709202 ----- (IRS employer identification no.)
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1500 Market Street, Philadelphia, PA 19102

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 665-1700  
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ITEM 5. OTHER EVENTS

In September 1998, Comcast Corporation ("Comcast") determined that it would contribute, via a capital contribution to its wholly owned subsidiary, Comcast Cable Communications, Inc. ("Comcast Cable"), all of the shares in Jones Intercable, Inc. ("Jones Intercable") to be acquired by Comcast from BCI Telecom Holding and affiliates of Glenn R. Jones (the "Jones Acquisition") in transactions previously announced by Comcast. The shares to be acquired consist of an aggregate of approximately 12.8 million shares of Jones Intercable Class A Common Stock and approximately 2.9 million shares of Jones Intercable Common Stock (the "Common Stock"), representing approximately 37% of the economic and 47% of the voting interest in Jones Intercable. In addition, the approximately 2.9 million shares of Common Stock will represent approximately 57% of the outstanding Common Stock which class of stock elects 75% of the Board of Directors of Jones Intercable.

The contribution, which is subject to the receipt of required regulatory and other approvals, will be effective immediately following closing of the Jones Acquisition, which is expected to occur in the first quarter of 1999. As a result, Jones Intercable will become a consolidated public-company subsidiary of Comcast Cable.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMCAST CORPORATION

Dated: September 17, 1998

By: /s/ Arthur R. Block

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Arthur R. Block  
Vice President and  
Senior Deputy General Counsel