

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Smit Neil</b>  (Last) (First) (Middle) <b>ONE COMCAST CENTER</b>  (Street) <b>PHILADELPHIA PA 19103</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>Sr. EVP</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/27/2017</b>	
		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 Common Stock	01/27/2017		M		138,060	A	\$18.34	191,837	D	
Class A Common Stock	01/27/2017		M		69,030	A	\$18.34	260,867	D	
Class A Common Stock	01/27/2017		S		28,289	D	\$75.665 <sup>(1)</sup>	232,578	D	
Class A Common Stock	01/27/2017		S		29,088	D	\$75.005 <sup>(2)</sup>	203,490	D	
Class A Common Stock	01/27/2017		S		29,088	D	\$74.999 <sup>(3)</sup>	174,402	D	
Class A Common Stock	01/27/2017		F		40,741	D	\$75.695	133,661	D	
Class A Common Stock	01/27/2017		F		79,884	D	\$75.49	53,777	D	
Class A Common Stock	01/30/2017		M		129,300	A	\$25.02	183,077	D	
Class A Common Stock	01/30/2017		S		4,000	D	\$75.5	179,077	D	
Class A Common Stock	01/30/2017		S		19,425	D	\$75.28 <sup>(4)</sup>	159,652	D	
Class A Common Stock	01/30/2017		S		23,424	D	\$75.62 <sup>(5)</sup>	136,228	D	
Class A Common Stock	01/30/2017		F		82,451	D	\$75.8	53,777	D	

**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	01/27/2017		M			69,030	03/26/2012 <sup>(6)</sup>	03/25/2020	Class A Common Stock	69,030	\$18.34	391,170	D	
Option to Purchase	\$18.34	01/27/2017		M			138,060	03/26/2012 <sup>(6)</sup>	03/25/2020	Class A Common Stock	138,060	\$18.34	253,110	D	
Option to Purchase	\$25.02	01/30/2017		M			129,300	<sup>(6)</sup>	03/24/2021	Class A Common Stock	129,300	\$25.02	301,700	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$75.65 to \$75.68. 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.
2. This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.05. 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.
3. This transaction was executed in multiple trades at prices ranging from \$74.63 to \$75.33. 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.
4. This transaction was executed in multiple trades at prices ranging from \$75.280 to \$75.285. 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.
5. This transaction was executed in multiple trades at prices ranging from \$75.60 to \$75.70. 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.
6. With respect to the number of shares set forth in Column 7, this option is immediately exercisable.

Arthur R. Block, Attorney-in-  
fact 01/31/2017

\*\* 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.**