

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 13, 2004

COMCAST CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	000-50093	27-0000798
----- (State or other jurisdiction of incorporation)	----- (Commission file number)	----- (IRS employer identification no.)

1500 Market Street, Philadelphia, PA	19102-2148
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code (215) 665-1700

Item 5. Other Events.

On May 13, 2004, Brian L. Roberts, President and Chief Executive Officer of Comcast Corporation, sent a letter to Institutional Shareholder Services stating his intention to abstain from participation in the Governance and Directors Nominating Committee of the Board of Directors. A copy of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7(c). Exhibits

Exhibit 99.1 Brian L. Roberts letter to Institutional Shareholder Services.

SIGNATURES

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.

Dated: May 13, 2004

COMCAST CORPORATION

By: /s/ Arthur R. Block

Arthur R. Block
Senior Vice President,
Secretary and General Counsel

May 12, 2004

Martha L. Carter, Ph.D.
Senior Vice President and Director, U.S. Research
Institutional Shareholder Services
2099 Gaither Road
Suite 501
Rockville, MD 20850

Re: Governance and Directors Nominating Committee

Dear Ms. Carter:

I am writing in response to the inquiry from ISS regarding my continued service on Comcast's Governance and Directors Nominating Committee (the "Committee"), pending approval by shareholders of a charter amendment that would both permit me to resign my position on that Committee and, in fact, prohibit my service on the Committee in the future (as well as making certain other favorable changes from the perspective of corporate governance).

As you are aware, as currently written, Comcast's charter requires my service on the Committee so long as I am either Chairman or CEO. As a result, we have been advised by legal counsel that it would be a violation of our corporate charter for me to resign pending shareholder approval of this charter amendment. In the interim, in the event that any actions by the Committee are required, this will confirm my intention to abstain from any participation in the activities of the Committee. In addition, in the unlikely event that the charter amendment does not pass at this year's Annual Meeting, this will confirm my intention to recuse myself from any participation in the activities of the Committee in the future as well.

Please do not hesitate to let me know if you have any further questions or concerns.

Sincerely,

Brian L. Roberts
President and CEO