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| <b>OMB APPROVAL</b>      |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Angelakis Michael J</u><br><br>(Last) (First) (Middle)<br><u>ONE COMCAST CENTER</u><br><br>(Street)<br><u>PHILADELPHIA PA 19103</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>COMCAST CORP [ CMCSA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><b>EVP and CFO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/25/2011</u>        |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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            | 03/27/2011                           |  | M                              |   | 36,000  | A          | \$0.0000 | 427,513.975   | D  |   |
| Class A Common Stock            | 03/27/2011                           |  | F                              |   | 15,526  | D          | \$0.0000 | 411,987.975   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |          | 11,400  | I  | By IRA  |
| Class A Common Stock            |                                      |  |                                |   |   |            |          | 2,400   | I  | By Spouse's IRA                                       |
| Class A Common Stock            |                                      |  |                                |   |   |            |          | 26,500  | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Option to Purchase                         | \$25.02  | 03/25/2011                           |  | A                              |   | 511,000  |     | (1)  | 03/24/2021      | Class A Common Stock  | 511,000                    | \$0.0000                                   | 511,000  | D   |  |
| Restricted Stock Units                     | \$0.0000 <sup>(2)</sup>                                | 03/25/2011                           |  | A                              |   | 142,300  |     | (3)  | (4)             | Class A Common Stock  | 142,300                    | \$0.0000                                   | 142,300  | D   |  |
| Restricted Stock Units                     | \$0.0000 <sup>(2)</sup>                                | 03/27/2011                           |  | M                              |   | 36,000   |     | (4)  | (4)             | Class A Common Stock  | 36,000                     | \$0.0000                                   | 106,300  | D   |  |

**Explanation of Responses:**

- The options were granted on March 25, 2011 and become exercisable as follows: 30% becomes exercisable on the 2nd anniversary of the date of grant; an additional 15% on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.
- Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- The restricted stock units vest in installments of 15%, 15%, 15%, 15% and 40% on the 13th-month, 2nd, 3rd, 4th and 5th anniversaries of the date of grant (March 25, 2011), respectively.
- These restricted stock units vest on the transaction date.

Arthur R. Block, Attorney-in-fact 03/28/2011

\*\* 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.