

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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>COHEN DAVID L</u><br><br>(Last) (First) (Middle)<br><u>COMCAST CORPORATION</u><br><u>1500 MARKET STREET</u><br><br>(Street)<br><u>PHILADELPHIA PA</u> <u>19102</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<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/09/2004</u>        |   |
|   | 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            |                                      |  |                                |   |   |            | 474.3833                  | D   |  |   |
| Class A Special Common Stock    |                                      |  |                                |   |   |            | 10,527.802 <sup>(1)</sup> | 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       |   |  |  |   |  |
| Option to Purchase <sup>(2)</sup>          | \$29.88  | 03/09/2004                           |  | A                              |   | 375,000  |     | (3)  | 03/09/2014            | Class A Common Stock  | \$0  | 375,000  | D   |  |
| Restricted Stock Units                     | \$0.0000 <sup>(4)</sup>                                | 03/09/2004                           |  | A                              |   | 100,000  |     | (5)  | (5)                   | Class A Common Stock  | \$0  | 100,000  | D   |  |
| Option to Purchase <sup>(2)</sup>          | \$32.12  |                                      |  |                                |   |  |     |  | 04/24/2005 12/31/2005 | Class A Common Stock  |  | 100  | D   |  |
| Option to Purchase <sup>(6)</sup>          | \$23.84  |                                      |  |                                |   |  |     | (7)  | 07/01/2012            | Class A Special Common Stock  |  | 500,000  | D   |  |
| Option to Purchase <sup>(6)</sup>          | \$23.84  |                                      |  |                                |   |  |     | (8)  | 10/28/2012            | Class A Special Common Stock  |  | 110,000  | D   |  |
| Option to Purchase <sup>(2)</sup>          | \$27.12  |                                      |  |                                |   |  |     | (9)  | 02/26/2013            | Class A Common Stock  |  | 400,000  | D   |  |
| Restricted Shares                          | \$0.0000 <sup>(10)</sup>                               |                                      |  |                                |   |  |     | (1)  | (1)                   | Class A Special Common Stock  |  | 10,000   | D   |  |

**Explanation of Responses:**

- On 7/1/02, the Reporting Person was granted 20,000 restricted shares of Class A Special Common Stock, which vested in four equal annual installments beginning 1/2/03 and had previously been reported as shares of Class A Special Common Stock directly owned on Table I of Form 4. As a result of a recent amendment to the plan pursuant to which the grant was issued, the 10,000 unvested restricted shares may now be paid in cash or in shares at the election of the Reporting Person, and therefore should now be reported on Table II.
- This is an option to purchase Class A Common Stock.
- 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.
- 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 1st, 2nd, 3rd, 4th and 5th anniversaries of the date of grant, respectively.
- This is an option to purchase Class A Special Common Stock.
- With respect to 37,746 shares, the option is exercisable as follows: 4,194 shares are exercisable on each of 7/1/2004, 7/1/2005, 7/1/2006, 7/1/2007, 7/1/2008, 7/1/2009, 7/1/2010, 7/1/2011 and 1/1/2012. With respect to 462,254 shares, the option is exercisable as follows: 145,806 shares are exercisable on 7/1/2004; 70,806 shares are exercisable on each of 7/1/2005, 7/1/2006, and 7/1/2007; and 20,806 shares are exercisable on each of 7/1/2008, 7/1/2009, 7/1/2010, 7/1/2011 and 1/1/2012.
- The shares are exercisable as follows: 35,500 shares are exercisable on 10/28/04; 17,750 shares are exercisable on each of 10/28/05, 10/28/06 and 10/28/07; and 4,250 shares are exercisable on each of 10/28/08, 10/28/09, 10/28/10, 10/28/11 and 4/28/12.
- 25,000 of the shares subject to this option vest in installments of 40%, 20%, 20% and 20% on the 2nd, 3rd, 4th and 5th anniversaries of the date of grant, respectively; shares subject to this option in excess of 25,000 vest as follows: one-half vests in installments of 40%, 20%, 20% and 20% on the 2nd, 3rd, 4th, and 5th anniversaries of the date of grant, respectively, and the other half vests 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.

10. Each restricted share represents a contingent right to receive one share of Class A Special Common Stock.

**Remarks:**

By: Arthur R. Block, Attorney-  
in-fact for David L. Cohen      03/10/2004

\*\* 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.

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