

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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

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

|   |  |  |   |  |  |  |  |  |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>COMCAST CORP</b> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Clearwire Corp /DE [ CLWR ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) _____ Other (specify below) _____              |  |  |
| (Last) (First) (Middle)<br><b>ONE COMCAST CENTER</b>            |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/21/2009</b>             |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| (Street)<br><b>PHILADELPHIA PA 19103-2838</b>                   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |  |  |  |
| (City) (State) (Zip)  |  |  |   |  |  |  |  |  |

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 |   |  |   |

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 |  |  |   |  |
| Class B Common Stock, p/v \$0.0001/share, of Clearwire Corp | (3)  | 12/21/2009                           |  | j(4)                           |   | 7,527,639(1)(2)(4)(5)  |     | (3)  | (3)             | Class A Common Stock, p/v \$0.0001/share, of Clearwire Corp                       | 7,527,639(1)(2)(4)(5)      | (4)  | 87,367,362(1)(2)(4)(5)   | I   | See Footnotes(1)(2)(5)                                 |
| Class B Common Units of Clearwire Communications, LLC       | (3)  | 12/21/2009                           |  | j(4)                           |   | 7,527,639(1)(2)(4)(5)  |     | (3)  | (3)             | Class A Common Stock, p/v \$0.0001/share, of Clearwire Corp                       | 7,527,639(1)(2)(4)(5)      | (4)  | 87,367,362(1)(2)(4)(5)   | I   | See Footnotes(1)(2)(5)                                 |

Explanation of Responses:

- Certain wholly owned subsidiaries of Comcast Corporation ("Comcast") have entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").
- By virtue of the Equityholders' Agreement, Comcast and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's outstanding shares of Class A Common Stock. The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by Comcast as reported herein does not include the holdings of any Unaffiliated Stockholders. Comcast does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.
- Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire LLC (a "Class B Common Unit"), is exchangeable at any time into one fully paid and nonassessable share of Class A Common Stock of the Issuer, subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.
- On November 9, 2009, Comcast entered into an Investment Agreement (the "Investment Agreement") with the Issuer, Clearwire LLC, Sprint Nextel Corporation, Time Warner Cable Inc., Intel Corporation, Eagle River Holdings, LLC, and Bright House Networks, LLC. Pursuant to the Investment Agreement, Comcast agreed to purchase shares of Class B Common Stock and Class B Common Units over a series of three closings in exchange for a total investment of \$196 million in Clearwire LLC based upon a purchase price of \$7.33 per share, the first of which occurred on November 13, 2009. Comcast received the shares of Class B Common Stock and Class B Common Units reported in Table II on December 21, 2009 pursuant to the second closing under the Investment Agreement in exchange for a \$55,177,593.87 investment in Clearwire LLC and based upon a purchase price of \$7.33 per share.
- The shares of Class B Common Stock and Class B Common Units reported in Table II are owned indirectly by Comcast through indirect wholly owned subsidiaries.

/s/ Arthur R. Block, Senior Vice President of Comcast Corporation

12/23/2009

\*\* 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.