

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>COMCAST CORP</u> (Last) (First) (Middle) <u>ONE COMCAST CENTER</u> (Street) <u>PHILADELPHIA PA 19103-2838</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/28/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>CLEARWIRE CORP [CLWR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock, p/v \$0.0001/share, of Clearwire Corp	(3)	(3)	Class A Common Stock, p/v \$0.0001/share, of Clearwire Corp	52,500,000 ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾	(3)	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾
Class B Common Units of Clearwire Communications, LLC	(3)	(3)	Class A Common Stock, p/v \$0.0001/share, of Clearwire Corp	52,500,000 ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾	(3)	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 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.
- Subject to certain limited exceptions, beginning on the date that is 181 days after the closing (the "Closing") of the transactions contemplated by that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008 among Comcast and the other parties thereto (the "Transaction Agreement"), 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, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer and has no expiration date.
- Comcast received the shares of Class B Common Stock and Class B Common Units reported in Table II pursuant to the Transaction Agreement in exchange for a \$1.05 billion investment in Clearwire LLC and based upon a purchase price of \$20.00 per share. The number of shares of Class B Common Stock and Class B Common Units that Comcast is entitled to receive pursuant to the Transaction Agreement is subject to a post-closing adjustment based upon the trading price of Class A Common Stock on NASDAQ over 15 randomly-selected trading days during the 30-day trading period ending on the 90th day after the Closing. The aggregate number of shares of Class B Common Stock and Class B Common Units that Comcast ultimately receives for its investment will be equal to its investment amount divided by the volume weighted average price on those randomly selected days. The volume-weighted price is subject to a cap of \$23.00 per share and a floor of \$17.00 per share.
- The shares of Class B Common Stock and Class B Common Units reported in Table II are owned indirectly by Comcast through wholly owned subsidiaries.

/s/ Arthur R. Block, Senior Vice President of Comcast Corporation 11/28/2008

** 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 5 (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.