

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>RODGERS JOHNATHAN A</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><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/31/2015</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            | 12/31/2015                           |  | A                              |   | 222   | A          | \$0.0000           | 10,545.1544   | D  |   |
| Class A Common Stock            | 12/31/2015                           |  | F                              |   | 3   | D          | \$56.43            | 10,542.1544   | D  |   |
| Class A Common Stock            | 01/04/2016                           |  | M                              |   | 6,659 <sup>(1)</sup>  | A          | \$0 <sup>(2)</sup> | 17,201.1544   | D  |   |
| Class A Common Stock            | 01/04/2016                           |  | M                              |   | 1,798 <sup>(1)</sup>  | A          | \$0 <sup>(2)</sup> | 18,999.1544   | D  |   |
| Class A Common Stock            | 01/04/2016                           |  | M                              |   | 1,704 <sup>(1)</sup>  | A          | \$0 <sup>(2)</sup> | 20,703.1544   | 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 |   |  |  |   |  | Title |
| Phantom Stock                              | (3)  | 01/04/2016                           |  | M                              |   |  | 1,704 | (4)  | (4)             | Class A Common Stock  | 1,704                                      | \$0.0000   | 14,229  | D  |       |
| Phantom Stock                              | (3)  | 01/04/2016                           |  | M                              |   |  | 1,798 | (4)  | (4)             | Class A Common Stock  | 1,798                                      | \$0.0000   | 12,431  | D  |       |
| Phantom Stock                              | (3)  | 01/04/2016                           |  | M                              |   |  | 6,659 | (4)  | (4)             | Class A Common Stock  | 6,659                                      | \$0.0000   | 5,772   | D  |       |

**Explanation of Responses:**

- Shares acquired on settlement of phantom stock.
- The price is \$0.00.
- These securities convert on a one-to-one basis.
- These securities were automatically converted to shares of Class A common stock on the transaction date pursuant to a previously deferred stock award.

Arthur R. Block, Attorney-in-fact 01/05/2016

\*\* 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.