SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
COHEN DAVID L	COMCAST CORP [CMCSA]	

1. Name and Address of Reporting Person[*]

COHEN DAVID L

(Last)	(First)	(Middle)

ONE COMCAST CENTER

(Street)

PHILADELPHIA PA	19103

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

COMCAST CORP [CMCSA]

3. Date of Earliest Transaction (Month/Day/Year)

06/13/2011

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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	06/13/2011		J[(1)]		83,420	D	$0.0000	107,917.3038	D	
Class A Common Stock	06/13/2011		J[(1)]		83,420	A	$0.0000	95,946	I	By Trust
Class A Common Stock								149,247	I	By GRATs

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	$17.5	06/15/2011		G	V		81,700	03/10/2007	03/09/2016	Class A Common Stock	81,700	$0.0000	270,800	D	
Option to Purchase	$18.98	06/15/2011		G	V		168,300	03/28/2009	03/27/2018	Class A Common Stock	168,300	$0.0000	205,700	D	
Option to Purchase	$17.5	06/15/2011		G	V	81,700		[(2)]	03/09/2016	Class A Common Stock	81,700	$0.0000	81,700	I	By Trust
Option to Purchase	$18.98	06/15/2011		G	V	168,300		[(2)]	03/27/2018	Class A Common Stock	168,300	$0.0000	168,300	I	By Trust

Explanation of Responses:

1. The reporting person transferred 83,420 shares to a grantor trust of which his wife is a trustee and the beneficiaries are his immediate family members in exchange for a promissory note.

2. This option is immediately exercisable.

Arthur R. Block, Attorney-in-fact

06/15/2011

** Signature of Reporting Person   Date