

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER  
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION  
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-15471

**COMCAST HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

1500 Market Street  
Philadelphia, PA 19102  
Telephone: (215) 665-1700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**2.0% Exchangeable Subordinated Debentures due November 2029**

(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="radio"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="radio"/>	Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 12g-4(a)(2)(i)	<input type="radio"/>	Rule 12h-3(b)(2)(i)	<input type="radio"/>
Rule 12g-4(a)(2)(ii)	<input type="radio"/>	Rule 12h-3(b)(2)(ii)	<input type="radio"/>
		Rule 15d-6	<input type="radio"/>

Approximate number of holders of record as of the certification or notice date: 31

Pursuant to the requirements of the Securities Exchange Act of 1934 Comcast Holdings Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: September 13, 2005

By: /s/ Lawrence J. Salva  
Name: Lawrence J. Salva  
Title: Senior Vice President  
Chief Accounting Officer and Controller  
(Principal Accounting Officer)

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.