

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>BURKE STEPHEN B</u> (Last) (First) (Middle) <u>COMCAST CORPORATION</u> <u>1500 MARKET STREET</u> (Street) <u>PHILADELPHIA PA</u> <u>19102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMCAST CORP [CMCSA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>COO & Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 ⁽¹⁾	01/03/2005		M		100,000	A	\$0	100,849.7961	D	
Class A Common Stock ⁽²⁾	01/03/2005		F		41,808	D	\$33.28	59,041.7961	D	
Class A Common Stock								1,269.512	I	By 401(k)

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					
Restricted Shares	⁽³⁾	01/03/2005		M		100,000		⁽⁴⁾	⁽⁴⁾	Class A Common Stock	\$0	200,000	D	

Explanation of Responses:

- Shares acquired on the vesting of restricted shares.
- Shares withheld for payment of tax liability.
- Each restricted share represents a contingent right to receive one share of Class A Common Stock.
- There was a misstatement of the original vesting terms in the filing that reported this grant of restricted shares on 1/12/04. The restricted shares vest as follows: 100,000 shares vest on 1/2/2005; and 50,000 shares vest on each of 1/2/2006, 1/2/2007, 1/2/2008 and 1/2/2009.

Remarks:

/s/ Burke, Stephen B. 01/04/2005

** 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.