

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>SMITH LAWRENCE S</u>  (Last) (First) (Middle) COMCAST CORPORATION 1500 MARKET STREET  (Street) PHILADELPHIA PA 19102  (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) EVP & Co-CFO
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2004	
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 Special Common Stock <sup>(1)</sup>	07/02/2004		F		33,086.4455	D	\$27.6	110,635.3725	D	
Class A Special Common Stock <sup>(1)</sup>	07/02/2004		M		19,622.008	A	\$10.5834	130,257.3805	D	
Class A Special Common Stock <sup>(1)</sup>	07/02/2004		M		13,464.4375	A	\$9.5625	143,721.818	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					
Option to Purchase <sup>(2)</sup>	\$10.5834	07/02/2004		M			49,312 <sup>(3)</sup>	(4)	07/10/2004	Class A Special Common Stock	\$0	0.0000	D	
Option to Purchase <sup>(2)</sup>	\$9.5625	07/02/2004		M			37,214 <sup>(3)</sup>	(4)	07/10/2004	Class A Special Common Stock	\$0	0.0000	D	
Phantom Stock	\$0.0000 <sup>(5)</sup>	07/02/2004		M			53,439.5545 <sup>(3)</sup>	(3)	(3)	Class A Special Common Stock	\$0	53,439.5545	D	

**Explanation of Responses:**

- Shares withheld for payment of option exercise price and to pay applicable tax liability - See Table II.
- This is an option to purchase Class A Special Common Stock.
- The reporting person elected to defer receipt of shares of Class A Special Common Stock issuable upon exercise of options, resulting in an acquisition of phantom shares. Phantom shares will be paid in cash or shares, at the election of the reporting person, and may be re-deferred at future dates.
- This option is immediately exercisable.
- These securities convert on a one-to-one basis.

**Remarks:**

/s/ Smith, Lawrence S. 07/06/2004  
 \*\* 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.