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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0001166691</a>	AT&T COMCAST CORP		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>			<input type="checkbox"/> Limited Partnership
COMCAST CORP			<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
PENNSYLVANIA			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
COMCAST CORP		One Comcast Center			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer		
Philadelphia	PENNSYLVANIA	19103-2838	215-286-1700		

3. Related Persons

Last Name	First Name	Middle Name
Roberts	Brian	L.
Street Address 1	Street Address 2	ZIP/PostalCode
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Roberts	Ralph	J.
Street Address 1	Street Address 2	ZIP/PostalCode
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Anstrom

S.

Decker

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Bacon

Kenneth

J.

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Bonovitz

Sheldon

M.

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Breen

Edward

D.

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Collins

Joseph

J.

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Cook

J.

Michael

**Street Address 1**

**Street Address 2**

c/o Comcast Corporation

One Comcast Center

**City**

**State/Province/Country**

**ZIP/PostalCode**

Philadelphia

PENNSYLVANIA

19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Hassell	Gerald	L.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Honickman	Jeffrey	A.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Rodin	Judith	
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Mestre	Eduardo	G.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Angelakis	Michael	J.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Burke	Stephen	B.

Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Cohen	David	L.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Block	Arthur	R.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Salva	Larry	J.
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Smith	Neil	
Street Address 1	Street Address 2	
c/o Comcast Corporation	One Comcast Center	
City	State/Province/Country	ZIP/PostalCode
Philadelphia	PENNSYLVANIA	19103-2838
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking		

Pooled Investment Fund	Other Health Care	<input checked="" type="checkbox"/> Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Manufacturing	Travel
Yes	Real Estate	Airlines & Airports
No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
<input checked="" type="checkbox"/> Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506	
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)	
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)	
	Section 3(c)(1)	Section 3(c)(9)
	Section 3(c)(2)	Section 3(c)(10)
	Section 3(c)(3)	Section 3(c)(11)
	Section 3(c)(4)	Section 3(c)(12)
	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2000-09-07 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  No

9. Type(s) of Securities Offered (select all that apply)

Equity  
X Debt  
Option, Warrant or Other Right to Acquire Another Security  
Security to be Acquired Upon Exercise of Option, Warrant or  
Other Right to Acquire Security

Pooled Investment Fund Interests  
Tenant-in-Common Securities  
Mineral Property Securities  
Other (describe)

#### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

#### 11. Minimum Investment

Minimum investment accepted from any outside investor \$250,000 USD

#### 12. Sales Compensation

Recipient	Recipient CRD Number	None	
Banc of America Securities LLC	26091		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
<b>Street Address 1</b>	<b>Street Address 2</b>		
One Bryant Park			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10036
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

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Recipient	Recipient CRD Number	None	
Deutsche Bank Securities Inc.	2525		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
<b>Street Address 1</b>	<b>Street Address 2</b>		
60 Wall Street	3rd Floor		
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10005
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

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Recipient	Recipient CRD Number	None	
Barclays Capital Inc.	19714		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
<b>Street Address 1</b>	<b>Street Address 2</b>		
745 Seventh Avenue			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
The Williams Capital Group, L.P.	35149		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	
None	None		
<b>Street Address 1</b>	<b>Street Address 2</b>		
650 Fifth Avenue	11th Floor		
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10019
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount                      USD or X Indefinite  
Total Amount Sold                      \$1,450,000,000 USD  
Total Remaining to be Sold                      USD or X Indefinite

Clarification of Response (if Necessary):

\*Ongoing CommPaprPrgm w/ frequent issuances/maturities. Total amt outstanding at any time can't exceed \$2.25billion. Amt sold represents 4/30/11 outstanding balance. Amt outstanding varies day to day based on liquidity needs of Co as does no. of investors

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.  

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 0

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions                      \$0 USD X Estimate  
Finders' Fees                              \$0 USD    Estimate

Clarification of Response (if Necessary):

\*Typically sales commissions of around 5 basis points are paid to dealers. Regarding Q14: securities offered to accredited investors only.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD    Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission



In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
COMCAST CORP	/s/ William E. Dordelman	William E. Dordelman	SVP and Treasurer	2011-05-12

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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