FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, E	D.C. 20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
	OI OIIANOLO	IN BENEFICIAL	OWNEROIM

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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*  ROBERTS BRIAN L					2. Issuer Name and Ticker or Trading Symbol COMCAST CORP [ CMCSA ]								k all applica		Person(s) to Issu 10% O		
(Last) (First) (Middle) ONE COMCAST CENTER			3. Date of Earliest Transaction (Month/Day/Year) 03/25/2011								Officer (g below) Chairma		be	Other (specify below)  Pres. & CEO			
(Street)	ELPHIA P	A	19103		4. If Amendment, Date of Ori				Original Filed (Month/Day/Year)				Individual or Joint/Group Filing (Check Application)     X Form filed by One Reporting Person				
(City)	(5	State)	(Zip)										Form file	ed by More	than One F	eportin	g Person
		T	able I - No	n-Deriv	ative	Securiti	es Acc	uired,	, Dis	posed of	, or Ben	eficially	Owned				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution (	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			5. Amount Securities Beneficial Owned Fo	ly	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	t In ct Be	7. Nature of Indirect Beneficial Ownership	
									v	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an	n(s) d 4)			(Instr. 4)
Class A C	Common Sto	ock		03/27	2011			M		58,500	A	\$0(1)	419,	367 D			
Class A C	Common St	ock		03/27	2011			F		25,931	D	\$0.0000	393,	436	D		
Class A (	Common Sto	ock											12,076 I		I	B 40	y 01(k)
Class A Common Stock										2,034		I	B	y pouse			
			Table II -							osed of, convertib			wned				,
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Y	Cod	saction e (Instr.		/e es d (A) or d of (D)	Expiration Date of Se (Month/Day/Year) Under		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following	Ownersi Form: Direct (Doring)	: t (D) direct	Beneficial Ownership (Instr. 4)	
				Cod	e V	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		Reported Transactio (Instr. 4)	nsaction(s)		
Option to Purchase	\$25.02	03/25/2011		A		839,000		(2)		03/24/2021	Class A Common Stock	839,000	\$0.0000	839,00	00	D	
Restricted Stock Units	(3)	03/25/2011		A		233,500		04/25/2	2012	(4)	Class A Common Stock	233,500	\$0.0000	233,50	00	D	
Restricted Stock Units	(3)	03/27/2011		М			58,500	(4)		(4)	Class A Common Stock	58,500	\$0.0000	1,039,2	75	D	

## **Explanation of Responses:**

- 1. The price is \$0.00.
- 2. The options were granted on March 25, 2011 and become exercisable as follows: 30% becomes exercisable on the 2nd anniversary of the date of grant; an additional 15% on each of the 3rd, 4th and 5th anniversaries of the date of grant; and an additional 5% on each of the 6th, 7th, 8th, 9th and 9.5th anniversaries of the date of grant.
- 3. Each restricted stock unit represents a contigent right to receive one share of Class A Common Stock.
- 4. These restricted stock units vest on the transaction date.

Arthur R. Block, Attorney-in-

03/28/2011

<u>fact</u>

\*\* 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.