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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

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

2. Principal Place of Business and Contact Information

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

3. Related Persons

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

Clarification of Response (if Necessary):

<b>Last Name</b> Roberts	<b>First Name</b> Ralph	<b>Middle Name</b> J.
<b>Street Address 1</b> c/o Comcast Corporation	<b>Street Address 2</b> One Comcast Center	
<b>City</b> Philadelphia	<b>State/Province/Country</b> PENNSYLVANIA	<b>ZIP/PostalCode</b> 19103-2838
<b>Relationship:</b> 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**

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):

**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):

**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

**Relationship:** 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

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Block	Arthur	R.

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

Clarification of Response (if Necessary):

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

Clarification of Response (if Necessary):

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

Clarification of Response (if Necessary):

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

Clarification of Response (if Necessary):

#### 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	Other Health Care	X Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
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
X 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)                      | X 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
- X Amendment

8. Duration of Offering

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

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

- |                                                                                             |                                  |
|---------------------------------------------------------------------------------------------|----------------------------------|
| Equity                                                                                      | Pooled Investment Fund Interests |
| X Debt                                                                                      | Tenant-in-Common Securities      |
| Option, Warrant or Other Right to Acquire Another Security                                  | Mineral Property Securities      |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | 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	(Associated) Broker or Dealer CRD Number	X None	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	

Recipient	Recipient CRD Number	None	
Deutsche Bank Securities Inc.	2525		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	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	

Recipient	Recipient CRD Number	None	
Barclays Capital Inc.	19714		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	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	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

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States  All States  Foreign/non-US

### 13. Offering and Sales Amounts

Total Offering Amount USD or  Indefinite

Total Amount Sold \$550,000,000 USD

Total Remaining to be Sold USD or  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 4/30/12 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:

### 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  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	2012-05-09

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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