

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant To Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 1, 2007

**Comcast Corporation**

(Exact Name of Registrant  
as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction of Incorporation)

**001-32871**  
(Commission File Number)

**27-0000798**  
(IRS Employer Identification No.)

**1500 Market Street**  
**Philadelphia, PA**  
(Address of Principal Executive Offices)

**19102**  
(Zip Code)

Registrant's telephone number, including area code: (215) 665-1700

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 8.01 Other Events

On February 1, 2007, Comcast Corporation (“**Comcast**”) issued a press release announcing that its Board of Directors has approved a three-for-two stock split in the form of a 50% stock dividend payable on February 21, 2007 to shareholders of record on February 14, 2007.

In accordance with the terms of Comcast’s rights plan, from and after the payment of the stock dividend, each share of Comcast common stock will represent two-thirds of a preferred stock purchase right.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference in its entirety.

## Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release, dated February 1, 2007, issued by Comcast.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### COMCAST CORPORATION

Date: February 1, 2007

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President, General Counsel and Secretary

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release, dated February 1, 2007, issued by Comcast.

**PRESS RELEASE**

**Contact:**  
Investor Relations (215) 981-7537

**COMCAST ANNOUNCES THREE-FOR-TWO STOCK SPLIT**

Philadelphia, PA – February 1, 2007... Comcast Corporation announced today that its Board of Directors has approved a three-for-two stock split in the form of a 50% stock dividend payable on February 21, 2007 to shareholders of record on February 14, 2007.

The stock dividend will be an additional 0.5 share for every share held and will be payable in shares of Class A Common Stock (CMCSA) on the existing CMCSA shares and payable in shares of Class A Special Common Stock (CMCSK) on the existing CMCSK and Class B Common Stock shares. Cash will be paid in lieu of fractional shares. The additional shares will be distributed by book-entry. Shareholders will be entitled to receive physical stock certificates upon request. Comcast expects its common stock to begin trading ex-dividend on February 22, 2007.

As of December 31, 2006 Comcast had outstanding approximately 697 million shares of CMCSK, 1.374 billion shares of CMCSA and 9 million shares of Class B Common Stock. Upon completion of the split, the outstanding shares of CMCSK and CMCSA will increase to approximately 1.050 billion and 2.060 billion, respectively.

To automatically receive Comcast financial news by e-mail, please visit [www.cmcsa.com](http://www.cmcsa.com) or [www.cmcsk.com](http://www.cmcsk.com) and subscribe to E-mail Alerts.

**About Comcast:**

Comcast Corporation (Nasdaq: CMCSA, CMCSK) (<http://www.comcast.com>) is the nation's leading provider of cable, entertainment and communications products and services. With 24.2 million cable customers, 11.5 million high-speed Internet customers, and 2.5 million voice customers, Comcast is principally involved in the development, management and operation of broadband cable systems and in the delivery of programming content.

Comcast's content networks and investments include E! Entertainment Television, Style Network, The Golf Channel, VERSUS, G4, AZN Television, PBS KIDS Sprout, TV One and four regional Comcast SportsNets. Comcast also has a majority ownership in Comcast-Spectacor, whose major holdings include the Philadelphia Flyers NHL hockey team, the Philadelphia 76ers NBA basketball team and two large multipurpose arenas in Philadelphia.

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