

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

**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>BURKE STEPHEN B</u>  (Last) (First) (Middle) <u>ONE COMCAST CENTER</u>  (Street) <u>PHILADELPHIA PA 19103</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2012</u>	
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 Common Stock	02/17/2012		M		678,750	A	\$18.08	928,397.599	D	
Class A Common Stock	02/17/2012		S		147,750	D	\$28.69 <sup>(1)</sup>	780,647.599	D	
Class A Common Stock	02/17/2012		F		531,000	D	\$28.7	249,647.599	D	
Class A Special Common Stock	02/17/2012		M		253,125	A	\$15.8933	345,836.5159	D	
Class A Special Common Stock	02/17/2012		M		226,875	A	\$15.8933	572,711.5159	D	
Class A Special Common Stock	02/17/2012		S		121,541	D	\$27.87 <sup>(2)</sup>	451,170.5159	D	
Class A Special Common Stock	02/17/2012		F		169,385	D	\$27.92	281,785.5159	D	
Class A Special Common Stock	02/17/2012		F		189,074	D	\$27.89	92,711.5159	D	
Class A Common Stock	02/22/2012		I		13,905.312	D	\$28.97	0.0000	I	By 401(k)
Class A Special Common Stock	02/22/2012		I		37,248.907	D	\$28.13	0.0000	I	By 401(k)

**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	Title	Amount or Number of Shares				
Option to Purchase	\$18.08	02/17/2012		M		678,750	(3)	02/25/2013		Class A Common Stock	678,750	\$0.0000	71,250	D	
Option to Purchase	\$15.8933	02/17/2012		M		226,875	(3)	10/26/2012		Class A Special Common Stock	226,875	\$0.0000	281,250	D	
Option to Purchase	\$15.8933	02/17/2012		M		253,125	(3)	10/26/2012		Class A Special Common Stock	253,125	\$0.0000	28,125	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$28.68 to \$28.71. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$27.83 to \$27.92. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This option is immediately exercisable.

Arthur R. Block, Attorney-in-fact 02/22/2012

\*\* 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.

